

Exhibit B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: RESIDENTIAL CAPITAL, LLC, <u>et al.</u> , Debtors.	Case No. 12-12020 (MG) Chapter 11 Jointly Administered
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> , Plaintiffs, v. UMB BANK, N.A., IN ITS CAPACITY AS INDENTURE TRUSTEE FOR THE 9.625% JUNIOR SECURED GUARANTEED NOTES, <u>et al.</u> , Defendants.	Adv. Case No. 13-01343 (MG)
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, on behalf of the estate of the Debtors, Plaintiffs, v. UMB BANK, N.A., AS SUCCESSOR INDENTURE TRUSTEE UNDER THAT CERTAIN INDENTURE, dated as of June 6, 2008, <u>et al.</u> , Defendants.	Adversary Proceeding No. 13-01277 (MG)

EXPERT REPORT OF ROBERT S. BINGHAM

OCTOBER 18, 2013

TABLE OF CONTENTS

	<u>Page</u>
I. PROFESSIONAL QUALIFICATIONS.....	4
II. SCOPE OF SERVICES.....	5
III. BACKGROUND.....	6
IV. SUMMARY OF OPINIONS.....	8
V. BASIS FOR OPINIONS AND OBSERVATIONS.....	9
VI. THE DEBTORS' CASH MANAGEMENT SYSTEM.....	13
VII. DEBTORS' INTERNAL AND EXTERNAL PRESENTATION OF INTERCOMPANIES BALANCES.....	16
A. Audited Financial Statements of Certain ResCap Subsidiaries.....	16
B. Rescap's Federal Income Tax Returns.....	17
C. Rescap's Securities & Exchange Commission Filings.....	17
D. Rescap's Trial Balances and General Ledgers.....	18
E. Internal Memorandum.....	19
VIII. THE NINE LARGEST PETITION DATE INTERCOMPANY BALANCES.....	20
A. Intercompany Claim #1 – Residential Capital, LLC Claim against GMAC Residential Holding Company, LLC.....	20
i. Background.....	20
ii. Observations.....	21
B. Intercompany Claim #2 – Residential Funding Company, LLC Claim against Residential Capital, LLC.....	23
i. Background.....	23
ii. Observations.....	24
C. Intercompany Claim #3 – Homecomings Financial, LLC Claim against Residential Funding Company, LLC.....	27
i. Background.....	27
ii. Observations.....	27
D. Intercompany Claim #4 – Passive Asset Transactions, LLC Claim against GMAC Mortgage, LLC.....	30
i. Background.....	30
ii. Observations.....	30

E.	Intercompany Claim #5 – Executive Trustee Services, LLC Claim against GMAC Mortgage, LLC.....	32
i.	Background.....	32
ii.	Observations	32
F.	Intercompany Claim #6 – Residential Funding Company, LLC Claim against RFC Asset Holdings II, LLC.....	34
i.	Background.....	34
ii.	Observations	34
G.	Intercompany Claim #7 – Residential Funding Company, LLC Claim against GMAC Mortgage, LLC	36
i.	Background.....	36
ii.	Observations	36
H.	Intercompany Claim #8 – Home Connect Lending Services, LLC Claim against GMAC Residential Holding Company, LLC	37
i.	Background.....	37
ii.	Observations	38
I.	Intercompany Claim #9 – GMAC Residential Holding Company, LLC Claim against GMAC Mortgage, LLC	39
i.	Background.....	39
ii.	Observations	39
IX.	DEBT FORGIVENESS AMONG RESCAP ENTITIES AND APPROVALS RECEIVED FROM ALLY’S BOARD OF DIRECTORS	41
X.	SIGNATURE AND RIGHT TO SUPPLEMENT AND/OR MODIFY	45
XI.	INDEX OF EXHIBITS.....	46

I. PROFESSIONAL QUALIFICATIONS

1. I am a Senior Director with Zolfo Cooper LLC (“Zolfo Cooper”). I have 35 years of experience in a variety of auditing, financial and accounting management and consulting positions. I have provided over 15,000 hours of service as either an officer of or advisor to companies operating, restructuring and/or liquidating in bankruptcy. My experience includes working on several large bankruptcies involving multiple affiliated entities and significant, intercompany claims among the entities. I served as a confirmation hearing witness related to the treatment of intercompany claims in the Enron Corp, Prime Motor Inns, Inc. and The Loewen Group Inc. bankruptcy proceedings. I have also provided financial advisory services in bankruptcy matters including New Stream Secured Capital, Inc., New York Racing Association, Blue Bird, Sunbeam Corporation, and the Washington Group.

2. In August 2011, I issued an expert report in an adversary proceeding (Adv. Pro. No. 2:10-CV-198-MHT) related to the Colonial Bancgroup, Inc. chapter 11 bankruptcy for the Middle District of Alabama Case No. 2:10-cv-00409-MHT-WC (Bankr. Case No. 09-32303 (DHW)). My opinions and observations expressed in that report related to the treatment of intercompany transactions pursuant to a corporate tax sharing agreement.

3. I served on a panel at the 2011 Association of Insolvency and Restructuring Advisors annual conference discussing the treatment of intercompany claims in bankruptcy. I am a Certified Insolvency and Restructuring Advisor. I was also named the 2002 Gold Medal winner for achieving the highest score on the Certified Insolvency and Restructuring Advisor Exam. I began my career in public accounting, serving as an auditor with Ernst & Young for 9 years.

4. My Curriculum Vitae is attached as Exhibit 1, which includes a more detailed summary of my credentials and experience.

II. SCOPE OF SERVICES

5. Zolfo Cooper has provided this report at the request of White & Case LLP and Milbank, Hadley, Tweed, & McCloy LLP as counsel to the Ad Hoc Group of Junior Secured Noteholders (“Ad Hoc Group”) of the 9.625% Junior Secured Guaranteed Notes due 2015 (“JSNs”) and counsel to UMB Bank, N.A. as Trustee for the JSNs (“Notes Trustee”), and also to Akin Gump Strauss Hauer Feld LLP as special litigation counsel to the Trustee relating to the Chapter 11 proceedings of the Debtors in the United States Bankruptcy Court for the Southern District of New York, Case No. 12-12020.

6. No portion of Zolfo Cooper’s compensation is dependent upon the nature of my opinions or on the outcome of this proceeding. In connection with the preparation of this report, Zolfo Cooper is being compensated based on the time incurred providing such services. My hourly billing rate is \$750.00. I have been asked by Counsel to prepare an expert report and provide expert testimony (if necessary) on certain topics and issues related to these Consolidated Adversary Proceedings and the confirmation of the Debtors’ plan of reorganization.

7. Counsel and the Trustee engaged Zolfo Cooper to review and assess the following:

- The Debtors’ use of a centralized cash management system (the “Debtors’ Cash Management System”) in their normal business operations;
- The nature of the transactions that comprise the Debtors’ nine largest intercompany balances as of May 14, 2012 (the “Petition Date”), the date of Debtors’ bankruptcy petitions (the “Nine Largest Petition Date Intercompany Balances”), which comprises \$8 billion of the total \$8.4 billion intercompany balances scheduled by the Debtors; and

- The presentation of the Debtors' intercompany balances as reflected in the Debtors' pre-petition internal accounting records and external reports, including SEC filings, audited financial statements provided to various lenders and used to determine compliance with certain federal and state licensing agency minimum net worth and solvency requirements and federal income tax returns.¹

III. BACKGROUND

8. A review of the Company's books and records reveals that Residential Capital, LLC ("ResCap", the "Company" or the "Debtors"), GMAC Mortgage LLC ("GMACM"), Residential Funding Company, LLC ("RFC") and each of their affiliated debtors (the "Debtors") accounted for the transfer of value between and among affiliates as debt transactions, resulting in corresponding intercompany payables and receivables being recorded in the Company's general ledgers. The intercompany accounts in their general ledgers included titles/account names such as, "Note Receivable," "Intercompany," "Intercompany Receivable," "Intercompany Recvable," "Intercompany Rec," "Intercompany Payable/Recvable," "Interco LOC," "Interco Payable," "Intracompany payable – US Subs" and/or "A/P affiliates." Intercompany balances fluctuated as transactions were recorded into the intercompany accounts. Transactions that were recorded in the Debtors' intercompany accounts are referred to throughout my report as "Intercompany Transactions." Occasionally, intercompany receivables, or portions thereof, were forgiven by the obligee in order to permit the obligor to meet regulatory or loan agreement net worth and solvency requirements applicable to ResCap and certain of its subsidiaries including, but not limited to, GMAC Residential Holding, LLC, RFC, GMACM and Executive Trustee Services ("ETS"). As to relationships between entities that are now Debtors, such forgiveness was infrequent and required the approval of ResCap's Chief Financial Officer

¹ EXAM10362088-90

and/or the Board of Directors or the Executive Committee.² Forgiveness of an intercompany receivable of more than \$50 million also required the approval of the Board of Directors of Ally Financial Inc. (“Ally,” formerly known as GMAC).³

9. Pre-petition note receivables, intercompany receivables and intercompany payables among ResCap, GMACM, RFC and their affiliates arose from a variety of types of transactions. As discussed in more detail throughout my report and specifically explained in the Ally/ResCap Accounting Policy for Intercompany Accounting effective on January 1, 2011 and November 28, 2011,⁴ it appears that the balances in the note receivables, note payables, intercompany receivables and intercompany payables fluctuate primarily as a result of the following types of transactions:

- Functioning of the centralized cash management system - with the recipient of cash recording an intercompany payable to the transferor and the transferor recording an intercompany receivable from the recipient;⁵
- Loans from one entity to another - generating an intercompany note or accounts payable on the books of the borrower and an intercompany note or accounts receivable on the books of the lender;⁶
- Charges for services provided by affiliates - creating an intercompany liability on the books of the service beneficiary to the service provider and intercompany receivable from the beneficiary on the books of the service provider for the value of the services provided. For example, the general ledger data provided by the Debtors includes certain intercompany transactions that are described as relating

² Transcript of the Deposition of Barbara Westman, dated October 15, 2013 (“Westman Dep. Tr.”) at 219:12-21.

³ Hamzehpour Ex. 1 (EXAM10362088) at EXAM10362089.

⁴ RC40000118-37, Ally/ResCap Accounting Policy 1040, Intercompany Accounting, effective January 1, 2011; and RCJSNII10131858-78, Ally/ResCap General Intercompany Accounting Policy, effective November 28, 2011.

⁵ See, e.g., Westman Ex. 2 (RCJSNII10041452), Sept. 10, 2011 Email from Barbara Westman.

⁶ See, e.g., Westman Ex. 19 (EXAM00107037), ResCap Restated Loan Agreement. Moreover, the intercompany balances were considered as assets or liabilities for the purposes of evaluating solvency. See Dondzila Tr. at 19:13-22; 22:21-23; 23:3-9.

to “Service Fee Accruals”, “IT and Marketing Cross Charge” and “OPEX Allocation”;⁷

- Accrual of interest on certain intercompany loans - generating an intercompany accounts payable on the books of the borrower and an intercompany accounts receivable on the books of the lender;⁸
- Payments against intercompany notes payable or accrued intercompany interest payable, which reduced the intercompany assets on the books of the lender and the intercompany liabilities on the books of the borrower;⁹
- Transfers or sales of assets - creating an intercompany receivable from the transferee on the books of the transferor and an intercompany payable to the transferor on the books of the transferee for the value of the assets transferred;¹⁰ and
- Occasional forgiveness of intercompany obligations - resulting in a reduction of the intercompany note or account payable on the books of the obligor and a reduction in the intercompany note or account receivable on the books of the beneficiary.¹¹

IV. SUMMARY OF OPINIONS

10. My opinions are based on my review and analysis of the information and documents identified in the attached Exhibit 2.

11. The Debtors consistently treated intercompany obligations as valid liabilities. Those liabilities arose from accurately recorded transactions entered into in the normal course of business. The liabilities were included in the Debtors’ financial statements, which were prepared in accordance with the Generally Accepted Accounting Principles (“GAAP”). Accordingly, the Debtors assessed the obligors’ ability to satisfy these intercompany

⁷ RCUCCJSN00012497-575, General ledger account # 2020100001, account name GMAC RESI Intercompany.

⁸ See, e.g., Westman Tr. at 156:12-157:2; Westman Ex. 26 (RCUCCJSN10692261) Dec. 1, 2012 Email from Barbara Westman.

⁹ Westman Ex. 33 (RCJSNII10074531) Bill of Sale and Transfer Agreement.

¹⁰ Westman Ex. 33 (RCJSNII10074531) Bill of Sale and Transfer Agreement.

¹¹ Westman Ex. 39 (RCUCCJSN00030215) Debt Forgiveness spreadsheet.

liabilities before determining whether they should be included in the reported financial statements.

12. I found no evidence suggesting that the transactions recorded that comprise the intercompany liabilities (i) were not accurately recorded in amount, (ii) were not recorded between the proper entities, (iii) were not recorded in the appropriate general ledger account, or (iv) not done in the normal course of business, for legitimate business purposes. Further, I found no evidence that, prior to the Petition Date, the Debtors viewed these intercompany liabilities as anything other than valid and collectible obligations. In fact, the Ally General Intercompany Accounting Policy states that: “The objective of this policy is to reduce the risk of inaccurate record keeping, unreliable financial information, misappropriation of assets, incorrect payments, and fraud, as well as to establish uniform standard for all Ally Business Units (Bus) and operations to facilitate an efficient consolidation process.”¹²

V. BASIS FOR OPINIONS AND OBSERVATIONS

13. My review and analysis of the Debtors’ external financial reports and internal records revealed that the Debtors’ consistently treated and reported intercompany balances as either intercompany receivables, payables or borrowings in their internal accounting records and external financial reports. They also relied on these financial records for determining and certifying compliance with certain regulatory and licensing requirements. Such accounting and reporting is an indication that the ResCap entities expected the intercompany balances would be repaid, and/or that repayment could be demanded. For example, during the deposition of Barbara Westman, one of the Debtors’ Corporate Representative, Ms. Westman

¹² RCJSNII10131859 at page 2 of 21.

testified about the validity and collectability of the \$1.8 billion RFC intercompany receivable due from ResCap as of December 31, 2011: “[I]t was a valid receivable as there was an ability for that to be collected, if necessary.”¹³

14. Specifically, the Debtors identified and reported intercompany balances as intercompany receivables, payables or borrowings in each of the following:

- Audited financial statements for certain ResCap subsidiaries that were provided to the Department of Housing and Urban Development (“HUD”), and made available to certain lenders through an Intralinks site¹⁴;
- ResCap’s Federal income tax returns;
- ResCap’s SEC filings;
- Trial balances and general ledgers; and
- Internal memoranda regarding intercompany accounting and intercompany balances.

15. Based on my review and analysis of the general ledger data produced by the Debtors,¹⁵ the intercompany transactions and their related descriptions that were recorded in the Debtors’ general ledgers for the Nine Largest Petition Date Intercompany Balances are generally consistent with the information contained in the following Debtor prepared documents and the testimony of the Debtors’ Corporate Representative (Westman):

- The Revised Disclosure Statement for the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors (the “Revised Disclosure Statement”),¹⁶ including Exhibit 6 (List of Seven Largest Intercompany Balances) attached to the Revised Disclosure Statement;

¹³ Westman Tr. at 188: 9-11; *see also* Dondzila Ex. 8 (RCUCCJSN20080064).

¹⁴ Westman Tr. at 165:7-9; 172:5-9.

¹⁵ RCUCCJSN00012497-575.

¹⁶ Docket No. 4733.

- The Schedules of Assets and Liabilities for the Debtors (the “Debtors’ Schedules”);¹⁷
- The April 4, 2013 presentation prepared by the Debtors, Morrison & Foerster LLP and FTI Consulting, Inc. relating to intercompany balances as of the Petition Date, including information related to the debt forgiveness transactions from 2008 through the Petition Date (the “Debtors’ Intercompany Analysis”);¹⁸
- Email attachment containing fifteen intercompany balances as of the Petition Date and descriptions related to certain of those balances (the “January 2013 Intercompany Analysis”);¹⁹ and
- The Debtors’ Motion for Order Under Bankruptcy Code Sections 105(a), 345, 363, 364, and 503(b)(1) and Bankruptcy Rules 6003 and 6004 Authorizing (I) Continued Use of Cash Management Services and Practices...(the “First Day Cash Management Motion”).²⁰

16. Occasionally, intercompany debt was forgiven to allow an intercompany obligor to comply with regulatory and/or loan agreement net worth or solvency requirements applicable to various Debtors.²¹ A September 2007 Board Presentation noted that “Rescap and its subsidiaries have approximately 40 debt facilities that contain financial covenants. Failure of covenants not desirable as in most cases would trigger cross defaults and/or potential cross acceleration on other facilities.”²² In many cases, the debt forgiveness was necessary to allow the Debtors to continue to operate their business. The Debtors’ Corporate Representative

¹⁷ Docket Nos. 548 through 597 and 649.

¹⁸ RCUCCJSN11979453-63.

¹⁹ RCUCCJSN30004106-11 and RCUCCJSN30004112-4, email thread starting on December 12, 2012 through January 17, 2013, including the attachment to the email thread.

²⁰ Docket No. 16.

²¹ RCJSNII00025680 (Email from B. Westman, ResCap, to M. Renzi, FTI Consulting) (“[I]n order to maintain sufficient regulatory net worth to satisfy requirements, and to clean up balance sheets as part of entity minimization or sale activities, intercompany balances have been forgiven. In many cases, with the approval of the Ally Board of Directors. In most cases, but not all, the forgiveness has been treated as equity. In limited cases, where the forgiveness occurred with respect to collateralized borrowings, it may have been treated as income/expense.”)

²² EXAM10199064, at EXAM10199076.

(Hamzhepour), in testifying about a \$2 billion forgiveness in 2008, described the result of a failure to provide such forgiveness as follows:

Q. And if [RFC] had breached its financial covenants in March of 2008, would it have been able to continue to operate?

MR. KERR: Objection. Asked and answered.

A. It would have triggered a cross-default across all the company's credit facilities, putting in danger everyone's ability to operate.

Q. And the forgiveness of the indebtedness in 2008 by Residential Capital at least alleviated the danger that you just testified to; correct?

A. Correct.²³

17. Intercompany debt forgiveness required approval of the ResCap CFO, Board of Directors, and/or Executive Committee,²⁴ and in some instances could be effectuated only after receiving the approval of the Ally Board of Directors.²⁵ These debt forgiveness transactions were generally effectuated by way of capital contributions. Significant capital contributions made to any direct or indirect Ally subsidiary required the advance approval of the Ally Board of Directors.²⁶

18. The fact that the Debtors followed this formal process—requiring Board-level approvals for capital contributions—reinforces the notion that the Debtors regarded the underlying Intercompany Transactions as debt. If the underlying intercompany transactions were actually created by way of capital contributions or equity distributions, clearly such debt forgiveness would have been unnecessary. Moreover, if the intercompany transactions were actually equity transactions, effectuating them on a regular basis, in the ordinary course, without

²³ Hamzhepour Tr. at 23:10-23.

²⁴ RCUCJJSN10025065, Approval for the \$2 billion ResCap/RFC debt forgiveness, RCJSNII10118386-8, Approval for \$500 million GMACM/ResHolding debt forgiveness and RC40006523 at RC40006568-71, Approval for \$2 billion GMACM/ResHolding debt forgiveness.

²⁵ Westman Tr. at 219:18-24; Hamzhepour Ex. 1 (EXAM10362088) at EXAM10362089.

²⁶ Hamzhepour Ex. 1 (EXAM10362088) at EXAM10362089; Westman Tr. 45:20-25, 46:2-5.

requesting or receiving CFO, Board or Executive Committee approval, would have violated the policies and procedures governing when a subsidiary was permitted to make capital contributions and equity distributions.

19. My experience related to companies' use of centralized cash management systems is consistent with how the Debtors used the Debtors' Cash Management System, including the creation of intercompany accounts receivable and intercompany accounts payable as a result of the movement of cash resulting from the Debtors' Cash Management System. In my experience, I have not seen equity transactions among affiliates flow through centralized cash management systems; instead, transactions flowing through centralized cash management systems generally result from ordinary course operating transactions and result in the creation of intercompany assets and liabilities.

20. Although this report focuses primarily on the 9 largest intercompany balances, I have no reason to believe that my analysis would not apply equally to the intercompany transactions representing the remaining \$0.4 billion.

VI. THE DEBTORS' CASH MANAGEMENT SYSTEM

21. In the First Day Cash Management Motion, the Debtors explain that "the Cash Management System is an ordinary course, customary, and essential business system comprising a group of bank accounts and cash management practices. . . ."²⁷

22. The Debtors also explain in the First Day Cash Management Motion that:

In the normal operation of the Debtors' businesses, the Debtors maintain business relationships and undertake transactions with each other (the 'Intercompany Transactions'). As a result, there are numerous intercompany claims that reflect intercompany receivables and payments made to each other in the ordinary course of the Debtors businesses (the

²⁷ Docket No. 16, at ¶ 6.

‘Intercompany Claims’). Debtors maintain records of all Intercompany Transactions and can ascertain, trace, and account for all Intercompany Claims.

The Intercompany Transactions are ordinary course transactions that are integral to the Debtors’ businesses and the function of their Cash Management System.²⁸

23. The Debtors’ assertion that, as of the Petition Date, the Intercompany Balances generally were a result of the Debtors’ Cash Management System²⁹ is consistent with the information I have reviewed and analyzed in connection with preparing my report. I found no evidence suggesting that the Debtors’ statement that the various intercompany payables and receivables were largely accumulated through tens of thousands of separate transactions over a period of years under pre-petition loan agreements for the benefit of other Debtors or by operation of the Debtors’ Cash Management System³⁰ is inaccurate.

24. Based on my review of the information related to the Debtors’ Cash Management System, including its bank account structure and funds transfer processes,³¹ I believe the practices used by the Debtors to aggregate liquidity were somewhat less automated but generally consistent with my experience and understanding of how other companies use centralized cash management tools to process and record ordinary course operating transactions.

25. Based on my understanding of the Debtors’ Cash Management System and the testimony of the Debtors’ Corporate Representative (Westman),³² it is reasonable to conclude that the Debtors’ Nine Largest Petition Date Intercompany Balances primarily arose from either: a) ordinary course operating transactions that flowed through the Debtors’ Cash

²⁸ *Id.* at ¶¶ 71-72.

²⁹ Docket No. 4733 at 38, the Revised Disclosure Statement.

³⁰ *Id.*

³¹ PWC_001_1_00000154.

³² *See generally*, Westman Tr. at 37:12-44:24.

Management System, b) other ordinary course business transactions such as overhead allocations and asset sales, and/or c) transactions related to a specific borrowing arrangement.³³ The Debtors' businesses did not require substantial capital expenditures and consequently, it is unlikely that balances arose from capital investments.³⁴

26. My analysis of the intercompany balances indicates that the balances changed frequently and often materially in the years leading up to the Petition Date.³⁵ Debtors' Corporate Representative (Westman) testified that the intercompany balances changed monthly during the period 2008 through March 31, 2012.³⁶ For a number of the intercompany relationships discussed in this report, the "creditor" and the "debtor" in the intercompany relationship reversed over time.³⁷ This is not unusual with the normal operation of a cash management system, where operating subsidiaries both generate cash (creating a receivable) and use cash (creating a payable) in the ordinary course of their activities. In my opinion, this pattern is consistent with treating the intercompany balances as debt because the balances are typically incurred with an expectation that they will be repaid as business circumstances require. Indeed, that was the experience with respect to most of the intercompany balances examined in this report.

27. If the Debtors had intended the Intercompany Transactions to be equity contributions they would have recorded them as "additional paid-in capital" rather than as intercompany liabilities.³⁸ Indeed, the frequent movement of cash between an operating subsidiary and parent company, with both entities playing the roles of lender and borrower at

³³ RCJSNII10037951-3.

³⁴ Dondzila Tr. at 91:5-9.

³⁵ UCC18658, UCC17942 and RCJSNII10037951-3.

³⁶ Westman Tr. at 200:9-16.

³⁷ UCC18658 and UCC17942.

³⁸ Westman Tr. at 44:15-19.

various times, is not consistent with an equity investment. Equity investments in the parent-subsidiary context tend to be made by the parent to the operating subsidiary, typically to facilitate large capital expenditures and without recording an intercompany obligation. I have not seen any evidence that this type of activity generated the balances recorded in the intercompany accounts examined in this report.

VII. DEBTORS' INTERNAL AND EXTERNAL PRESENTATION OF INTERCOMPANIES BALANCES

28. The Debtors consistently recorded and reported intercompany balances as either intercompany receivables, payables or borrowings in their external financial reports and internal accounting records. Such reporting is another indication that the ResCap entities expected these intercompany balances to be repaid. Specifically, the Debtors clearly identified and reported intercompany balances as intercompany receivables, payables or borrowings in each of the following:

- Audited financial statements for certain ResCap subsidiaries that were provided to HUD, and made available to certain lenders through an Intralinks site;
- ResCap's Federal income tax returns;
- ResCap's SEC filings;
- Trial balances and general ledgers; and
- Internal memoranda regarding intercompany accounting and intercompany balances.

A. Audited Financial Statements of Certain ResCap Subsidiaries

29. The audited consolidated financial statements of certain ResCap subsidiaries, including GMACM, RFC and Homecomings Financial LLC ("Homecomings"), clearly identified and reported intercompany receivables and payables and borrowings in their respective balance sheets. This is discussed more fully in other sections of my report.

30. Further, GAAP require that the preparer of financial statements conclude that receivables reflected on the balance sheet are collectible. Here, the collectability of intercompany receivables was evaluated by both the preparer and the auditors and the receivable amounts were determined to be collectible.³⁹ Ms. Dondzila testified that intercompany receivables were evaluated for valuation or potential impairment under GAAP and only reflected in the financial statements as receivables after an evaluation of whether the receivable needed to be impaired.⁴⁰

B. Rescap's Federal Income Tax Returns

31. In its 2009, 2010 and 2011 federal income tax returns, ResCap reported intercompany payables within the "Other Liabilities" line 21 in Schedule L (Balance Sheet per Books) of Form 1120.⁴¹

32. In addition, the supporting schedule for Schedule L, Line 21 (Other Liabilities) indicates that there are Intercompany Payables and "Accounts Payable – Affiliates" that are recorded as liabilities on ResCap's balance sheet.⁴²

33. Such reporting is an indicator that the ResCap entities believed these intercompany balances were accurate and properly recorded as liabilities.

C. Rescap's Securities & Exchange Commission Filings

34. ResCap regularly reported supplemental financial information that included separate parent and subsidiary balance sheet information to the Securities and Exchange

³⁹ Westman Tr. at 184:13-185:4 ("[T]here is a receivable from ResCap on its financial statements, and we had to evaluate that receivable for collectability as part of our year-end audit. . . . The determination was, from a GAAP perspective, that that intercompany receivable could be reflected within the financial statements and it met the GAAP determination for collectability.")

⁴⁰ Dondzila Tr. at p. 61:23-62:6, 62:17-21.

⁴¹ ALLY_0337039-127, ALLY_0337325-408 and ALLY_0336317-756.

⁴² Ibid, at ALLY_0337329, ALLY_0337363, ALLY_0337044, ALLY_0337077, ALLY_0336322 and ALLY_0336585.

Commission. For example, in its Form 10Q/A for the quarterly period ended June 30, 2009, ResCap reported in excess of \$5.5 billion of borrowings outstanding among ResCap and its subsidiaries as of June 30, 2009 in the liabilities section of its condensed consolidating balance sheet.⁴³

35. ResCap similarly disclosed borrowings by its subsidiaries as liabilities in its SEC filings for the years ended December 31, 2007 and December 31, 2008 and for the quarterly periods ended March 31, 2008, June 30, 2008, September 30, 2008 and March 31, 2009. The table below sets forth a summary of this information.

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<i>Borrowings from Parent (\$, 000s)</i>					
6/30/09	-	4,774,831	3,694,134	(5,537,796)	2,931,169
3/31/09	-	4,829,939	2,922,968	(5,342,982)	2,409,925
12/31/09	-	5,345,597	3,266,399	(5,948,675)	2,663,321
9/30/08	2,172,124	6,911,201	4,370,387	(10,183,129)	3,270,583
6/30/08	2,750,000	6,955,000	6,891,937	(11,896,937)	4,700,000

D. Rescap's Trial Balances and General Ledgers

36. The intercompany accounts in the Debtors' general ledgers are generally titled/named, "Note Receivable," "Intercompany," "Intercompany Receivable," "Intercompany Recvable," "Intercompany Rec," "Intercompany Payable/Recvable," "Interco LOC," "Interco Payable," "Intracompany payable – US Subs" and/or "A/P affiliates". The Debtors consistently

⁴³ Residential Capital, LLC Form 10-Q/A for the quarterly period ended June 30, 2009, filed on August 25, 2009, at p. 74.

treated and reported these intercompany account balances as either intercompany receivables, payables or borrowings in their trial balances.⁴⁴

37. In my opinion, the internal tracking and public reporting of intercompany balances is a strong indicator that the ResCap entities regarded the transactions as valid debt transactions and expected that the intercompany balances would be repaid.

E. Internal Memorandum

38. An April 22, 2012 email between the Debtors' Controller, Cathy Dondzila, to the Debtors' financial advisor, FTI, titled "Intercompany Follow Up"⁴⁵ also reflects that the ResCap entities expected the intercompany balances to be repaid:

- "As the operating companies generate cash, through asset sales, borrowings, asset liquidations etc., this cash moves upstream to ResCap. This again creates the payable on the Parent and the receivable at the operating company."
- "Finally, in order to maintain sufficient regulatory net worth to satisfy requirements, and to clean up balance sheets as part of entity minimization or sale activities, intercompany balances have been forgiven. In many cases, with the approval of the Ally Board of Directors."
- "Explain intent for each balance - loan or equity? Was there an expectation of repayment? This is not a question accounting can answer. *To the extent we have deemed a collateralized affiliate balance impaired we have impaired it through earnings. Otherwise we have concluded for GAAP financial statement purposes the balances were expected to be repaid.*" (emphasis added).
- "In standalone financial statements of the operating companies they are reported as affiliate receivables/payables/debt."

⁴⁴ See, e.g. EXAM00231095, EXAM00231097, EXAM00231098, EXAM00231100, EXAM00231101, EXAM00231103, EXAM00231104, EXAM00231105, EXAM00231106, EXAM00231107, EXAM00231108, EXAM00231109, EXAM00231110, EXAM00231111, and EXAM00231113.

⁴⁵ RCUCCJSN30023149-55, April 22, 2012 email from Cathy Dondzila (Ally) to Mark Renzi (FTI Consulting) and Barbara Westman (GMACM), including others from FTI Consulting on the cc line, re: Bounce – Intercompany Follow Up.

VIII. THE NINE LARGEST PETITION DATE INTERCOMPANY BALANCES

36. The Debtors have represented in the Debtors Schedules that they “have made every attempt to properly characterize, prioritize and classify all intercompany transaction(s).”⁴⁶ The Debtors’ Corporate Representative (Westman) testified about the months of diligence she engaged in with the Debtors’ lawyers and financial advisors to collect information regarding the intercompany balances, before they were scheduled. She testified that she was: “responsible for providing information that went into the[] schedules”,⁴⁷ and that “when we provided information for the SOAL, [] we believed it was accurate to the best of our knowledge at the time.”⁴⁸ She further specifically testified to the accuracy of the intercompany balances discussed herein.⁴⁹

A. Intercompany Claim #1 – Residential Capital, LLC Claim against GMAC Residential Holding Company, LLC

i. Background

39. According to Exhibit 6 to the Revised Disclosure Statement, GMAC Residential Holding Company, LLC (“ResHolding”) owes ResCap \$3,333.9 million of intercompany liabilities (the “ResHolding-ResCap Petition Date Intercompany Balance”).⁵⁰ The ResHolding Schedule F-1⁵¹ and the ResCap Schedule B-18⁵² reflect amounts owing by ResHolding to ResCap as follows:

⁴⁶ Docket No. 548, at p. 5 (Global Notes and Statement of Limitations, Methodology and Disclaimers regarding the Debtors’ Schedules of Assets and Liabilities and Statements of Financial Affairs).

⁴⁷ Westman Tr. at 116:3-5.

⁴⁸ Westman Tr. at 112:13-15.

⁴⁹ Westman Tr. at 112:16-113:2; 116:6-10; 117:17-20; 119:2-11; 119:12-24; 120:5-6; 122:13-20; 122:21-123:2; 123:3-8.

⁵⁰ Docket No. 4733, Revised Disclosure Statement, Exhibit 6.

⁵¹ Creditors Holding Unsecured Claims - ResHolding Schedules of Assets and Liabilities, Docket #565, pages 41 and 42.

⁵² Schedule of Other Liquidated Debts Owed to Debtor - ResCap Schedules of Assets and Liabilities, Docket #549, page 32.

(\$ in Millions)

Account # (per Stmt of Assets)	Account Name (per General Ledger)	Accounts Payable Entity	Accounts Receivable Entity	Petition Date Intercompany Balance
1140500006	Note Receivable from RESI	GMAC Residential Holding Company, LLC	Residential Capital, LLC	\$ 3,295.6
1140500007	Interest Rec from RFC/RESI	GMAC Residential Holding Company, LLC	Residential Capital, LLC	38.3
				<u>\$ 3,333.9</u>

ii. Observations

40. The Debtors' Corporate Representative (Westman) testified that the above balances were accurately reported as intercompany receivables and intercompany payables.⁵³ As the Debtors noted in Exhibit 6 to the Revised Disclosure Statement, this "[b]alance generally arose from transactions under an agreement between ResCap and ResHolding. ResHolding borrowed funds from ResCap and then distributed funds to GMACM for general operating purposes..."

41. The Debtors further noted that "[w]hile there was no fixed interest rate in the loan agreement, interest was paid regularly until the Petition Date".

42. The Debtors' disclosures appear consistent with what I observed in examining the general ledger data and other information produced by the Debtors.

43. In a March 20, 2012 memorandum from Barbara Westman discussing whether ResCap had the capacity to meet its intercompany obligations to RFC, Ms. Westman notes that "ResCap also maintains a \$3.6 billion receivable from GMACM, and could move assets from GMACM to RFC to reduce both outstanding balances."⁵⁴

44. According to the Debtors' Corporate Representative (Westman), interest accrued on this intercompany balance.⁵⁵

⁵³ Westman Tr. at 123:3-8.

⁵⁴ RCUCJJSN20051022, RCUCJJSN20051023, GMAC ResCap internal memo prepared by Barbara Westman on 3/20/2012.

⁵⁵ Westman Tr. at 155:25-157:2.

45. According to Exhibit 6 to the Revised Disclosure Statement, “In 2009, \$2.52 billion of debt owed by GMACM to ResHolding was forgiven so that GMACM could meet certain tangible net worth debt covenants. ResCap did not forgive any of ResHolding’s debt at that time because ResHolding was not at risk of defaulting on its net worth requirements.”⁵⁶ Based on my review of the Intercompany Transactions that the Debtors extracted from their general ledgers, the \$2.52 billion of debt owed by GMACM to ResHolding that was forgiven in 2009 was effectuated at GMACM by reducing its intercompany liability and increasing its member’s equity. This forgiveness was effected through a formal process, including approval of the Executive Committee of the ResCap Board of Directors⁵⁷ and the Ally Board of Directors.⁵⁸ As described above, if the intercompany payable did not reflect a bona fide liability, such forgiveness of the debt would have been unnecessary.⁵⁹

46. There is other evidence in the record that suggests that the Debtors treated this intercompany payable as a bona fide liability. The Company’s Controller, Cathy Dondzila, testified that the Intercompany receivable between ResHolding and RFC acted as a “line of credit” between ResCap and ResHolding (for the benefit of ResHolding’s operating subsidiary GMACM).⁶⁰ Internal documents similarly characterized this intercompany balance as a “LOC where GMACM can borrow funds, or contribute funds, to ResCap as needed. This borrowing is funneled through its parent, [ResHolding].”⁶¹

⁵⁶ Docket No. 4733, Revised Disclosure Statement, Exhibit 6.

⁵⁷ RCUCCJSN10025065, Approval for the \$2 billion ResCap/RFC debt forgiveness, RCJSNII10118387-8, Approval for \$500 million GMACM/ResHolding debt forgiveness and RC40006568-71, Approval for \$2 billion GMACM/ResHolding debt forgiveness.

⁵⁸ Hamzehpour Ex. 1 (EXAM10362088) at EXAM10362089.

⁵⁹ See ¶ 18.

⁶⁰ Dondzila Tr. at 32:6.

⁶¹ Dondzila Ex 2 (RCJSN20085254) at RCJSN20085255.

47. Similarly, this intercompany balance was used to facilitate other large intercompany transfers of value between GMACM and ResCap. For example, on April 22, 2011, GMACM, RFC, ResHolding, and ResCap executed a letter agreement regarding netting in connection with the sale of certain mortgage loans from GMACM to RFC, (the “Netting Agreement”). The Netting Agreement stated that “Pursuant to various intercompany loans, [ResHolding] owes amounts to [ResCap] in excess of the Purchase Price as of the date hereof.”⁶² Under the Netting Agreement, among other things, ResCap “fully and finally discharges [ResHolding] from its obligation to repay \$171,323,565.91 to ResCap under the intercompany loans (and subtracts such amount from the total amount due by [ResHolding] to ResCap under the intercompany loans).”⁶³

B. Intercompany Claim #2 – Residential Funding Company, LLC Claim against Residential Capital, LLC

i. Background

48. According to Exhibit 6 to the Revised Disclosure Statement, ResCap owes its direct subsidiary, RFC, \$1,954.9 million (net) of intercompany liabilities (the “ResCap-RFC Petition Date Intercompany Balance”). The RFC Schedule F-1⁶⁴, the ResCap Schedule F-1⁶⁵, the RFC Schedule B-18⁶⁶ and the ResCap Schedule B-18⁶⁷ reflect net amounts owing by ResCap to RFC as follows:

⁶² Westman Ex 33 (RCJSNII10074531) at RCJSN10074537.

⁶³ *Id.* at RCJSN10074538.

⁶⁴ Schedule of Other Liquidated Debts Owed to Debtor - RFC Schedules of Assets and Liabilities, Docket #548, page 115.

⁶⁵ Creditors Holding Unsecured Claims - ResCap Schedules of Assets and Liabilities, Docket #549, page 46.

⁶⁶ Schedule of Other Liquidated Debts Owed to Debtor - RFC Schedules of Assets and Liabilities, Docket #548, page 41.

⁶⁷ Schedule of Other Liquidated Debts Owed to Debtor - ResCap Schedules of Assets and Liabilities, Docket #549, page 32.

(\$ in Millions)

Account # (per Stmt of Assets)	Account Name (per General Ledger)	Accounts Payable Entity	Accounts Receivable Entity	Petition Date Intercompany Balance
2041200001	Intracompany payable - US Subs	Residential Funding Company, LLC	Residential Capital, LLC	\$ (0.1)
2020100002	ResCap Intercompany	Residential Capital, LLC	Residential Funding Company, LLC	1,955.0
				<u>\$ 1,954.9</u>

ii. Observations

49. The Debtors' Corporate Representative (Westman) testified that the above balances were accurately reported as intercompany receivables and intercompany payables.⁶⁸ As the Debtors disclosed in Exhibit 6 to the Revised Disclosure Statement, this Balance generally arose out of operation of the company's centralized cash management system. As RFC generated cash, that cash would be swept to ResCap. This Balance changed frequently."⁶⁹

50. Based on my review of RFC's independently audited financial statements for the years ended December 31, 2011 and 2010, RFC treated and recorded its intercompany balance due from ResCap as a fully collectible intercompany receivable. In fact, RFC clearly identified and reported \$1.84 billion and \$2.30 billion of receivables from its parent (ResCap) in the asset section of its balance sheet as of December 31, 2011 and December 31, 2010, respectively.⁷⁰

51. ResCap's own contemporaneous internal accounting memo, dated March 20, 2012,⁷¹ acknowledged that it was appropriate for RFC to record its intercompany balance due from ResCap as a fully collectible intercompany receivable as of December 31, 2011. A summary of this memo is presented below:

⁶⁸ Westman at 115:14-116:10.

⁶⁹ Docket No. 4733, Revised Disclosure Statement, Exhibit 6.

⁷⁰ RCUCJJSN00007239-99, at 242 (p. 4).

⁷¹ RCUCJJSN20051023, GMAC ResCap internal memo prepared by Barbara Westman on 3/20/2012.

- “This memo supports the appropriate accounting treatment for intercompany balances between RFC and ResCap. As of 12/31/11, RFC has an intercompany receivable balance from ResCap. This receivable is carried at its full value.”
- “To best facilitate this process, ResCap centralizes cash balances, and does not hold cash within most of its operating units. As operating entities acquire cash, it is moved through intercompany transactions to ResCap. Likewise, as operating entities require cash, the cash is provided by ResCap to those entities.”
- “Generally, assets presented in accordance with GAAP would be assessed for collectability. FASB Codification Subtopic 310-10-35-22 provides guidance on the impairment of receivables. A creditor is deemed impaired when it is probable that a creditor will be unable to pay all amounts due according to the contractual terms of the loan agreement.”
- “If required, ResCap could support its payable to RFC through sales or other liquidations of its GMACM holdings. ResCap also maintains a \$3.6 billion receivable from GMACM, and could move assets from GMACM to RFC to reduce both outstanding balances.”
- “Due to these circumstances, management concludes that ResCap maintains the ability to support its intercompany obligations with RFC, and therefore, no impairment of this receivable is warranted for the RFC stand-alone financial statements.”

52. The Debtors’ Corporate Representative (Westman) testified that in April 2011 and again in March 2012, they considered whether the intercompany receivable from ResCap could remain on RFC’s balance sheet. In both instances, after making a GAAP determination for collectability, i.e., considering whether the receivable could be collected, and conferring with their auditors Deloitte & Touche, the Debtors concluded that the receivable could remain on the balance sheet of RFC.⁷²

⁷² Westman Tr. 183:4-190:11.

53. According to Exhibit 6 to the Revised Disclosure Statement, “In 2008, \$2 billion of debt owed by RFC to ResCap was forgiven so that RFC could meet certain tangible net worth debt covenants.”⁷³ Based on my review of the Intercompany Transactions that the Debtors extracted from their general ledgers, the \$2 billion of debt owed by RFC to ResCap that was forgiven in 2009 was effectuated at RFC by reducing its intercompany liability and increasing its member’s equity. This forgiveness was effected through a formal process, including approval of the Executive Committee of the ResCap Board of Directors.⁷⁴ As described above, if the intercompany payable did not reflect a bona fide liability, such forgiveness of the debt would have been unnecessary.⁷⁵

54. There is other evidence in the record that suggests that the Debtors treated this intercompany payable as a bona fide liability. The Company’s Controller, Cathy Dondzila, testified that the Intercompany receivable between ResCap and RFC acted as a “line of credit” between ResCap and RFC.⁷⁶

55. Similarly, this intercompany balance was used to facilitate other large intercompany transfers of value between RFC and ResCap. As noted above, on April 22, 2011, GMACM, RFC, ResHolding, and ResCap executed a letter agreement regarding netting in connection with the sale of certain mortgage loans from GMACM to RFC, (the “Netting Agreement”) that stated that “Pursuant to various intercompany loans, ResCap owes amounts to [RFC] in excess of the Purchase Price as of the date hereof.”⁷⁷ Under the Netting Agreement, among other things, RFC “fully and finally discharges ResCap from its obligation to repay

⁷³ Docket No. 4733, Revised Disclosure Statement, Exhibit 6.

⁷⁴ Hamzehpour Ex. 1 (EXAM10362088) at EXAM10362089.

⁷⁵ See ¶ 18.

⁷⁶ Dondzila Tr. at 31:13-32:11.

⁷⁷ Westman Ex 33 (RCJSNII10074531) at RCJSN10074537.

\$171,323,565.91 to [RFC] under the intercompany loans (and subtracts such amount from the total amount due by ResCap to [RFC] under the intercompany loans).”⁷⁸

C. Intercompany Claim #3 – Homecomings Financial, LLC Claim against Residential Funding Company, LLC

i. Background

56. According to Exhibit 6 to the Revised Disclosure Statement, RFC owes its direct subsidiary Homecomings \$1,251.5 million of intercompany liabilities (the “RFC-Homecomings Petition Date Intercompany Balance”). The RFC Schedule F-1⁷⁹ and the Homecomings Schedule B-18⁸⁰ reflect amounts owing by RFC to Homecomings as follows:

(\$ in Millions)

Account # (per Stmt of Assets)	Account Name (per General Ledger)	Accounts Payable Entity	Accounts Receivable Entity	Petition Date Intercompany Balance
2041200001	Intracompany payable - US Subs	Residential Funding Company, LLC	Homecomings Financial, LLC	\$ 1,251.5

ii. Observations

57. The Debtors’ Corporate Representative (Westman) testified that the above balances were accurately reported as intercompany receivables and intercompany payables.⁸¹ Debtors disclosed in Exhibit 6 to the Revised Disclosure Statement that this “[b]alance generally arose out of operation of the company’s centralized cash management system. Homecomings sold loans to RFC for securitization as part of normal business operations, subserviced loans, and generated other cash through operations that was swept up to RFC. The receivable balance

⁷⁸ *Id.* at RCJSN10074538.

⁷⁹ Creditors Holding Unsecured Claims - RFC Schedules of Assets and Liabilities, Docket #548, page 110.

⁸⁰ Schedule of Other Liquidated Debts Owed to Debtor - Homecomings Schedules of Assets and Liabilities, Docket #579, page 31.

⁸¹ Westman Tr. at 117: 17-20.

consists largely of this, less payables to RFC for general overhead expenses. The balance changed frequently until 2008.”

58. By 2008, all of the business activities of Homecomings “were sold, transferred, or discontinued and it no longer had any licensing requirements that required financial statements,”⁸² Nevertheless, Homecomings still maintained assets as it “was listed as the named servicer for a variety of different. . . private label securitizations and the cost, effort, and exercise of having that changed was prohibitive. . . .”⁸³

59. The Debtors further noted that while Homecomings became largely dormant in 2008, it continued to have wind down activity that created cash that was swept up to RFC.

60. The Debtors also stated that interest was accrued but not settled in cash on the intercompany balance (this amount was included in the intercompany balance).⁸⁴

61. The information appears consistent with what I observed in examining the general ledger data produced by the Debtors.

62. By virtue of the Debtors’ Cash Management System, cash was routinely swept up from Homecomings to RFC, creating an intercompany payable owed to Homecomings. Homecomings clearly identified and reported intercompany receivable balances as affiliate receivables (net), in its independently audited financial statements. For example:

- Homecomings reported \$1.05 billion of affiliate receivables, net, as of December 31, 2008 in the assets section of its balance sheet.⁸⁵

⁸² Dondzila Tr. at 14:13-16.

⁸³ Dondzila Tr. at 15: 10-15.

⁸⁴ Docket No. 4733, Revised Disclosure Statement, Exhibit 6.

⁸⁵ EXAM00122166-94 at 68 (p. 2)

- Homecomings stated that “affiliate receivables are comprised of amounts due for servicing advances transferred at carrying value, fees charged for subservicing activities, and mortgage loans sold to affiliates of the Company. These receivables are recorded at their net realizable value.”⁸⁶

63. Indeed, it is apparent from the contemporaneous financial statements prepared by Homecomings that Homecomings expected its intercompany receivable balance due from RFC to be repaid.

64. The Debtors also observed that interest was accrued but not settled in cash. The audited financial statements prepared by Homecomings clearly reports that the interest income, like the principal, was recorded on the books and records of Homecomings. For example, the Homecomings December 31, 2008 audited financial statements states as follows:

“[Homecomings] is charged or credited interest by RFC for the net affiliate receivable/payable balance outstanding each month at a rate that represents RFC’s borrowing rate. At December 31, 2008, \$1,051,047 [\$ is thousands] net receivable was outstanding at an interest rate of 8.9%. The net interest credited and included in the consolidated statement of operations for the year ended December 31, 2008 is \$45,125 [\$ in thousands].”⁸⁷

65. Debtors have identified a loan agreement that relates to the intercompany relationship between Homecomings and RFC, although the lender-borrower relationship appears to have reversed.⁸⁸ The Debtors’ Corporate Representative (Westman) testified that neither she, nor anyone within the Company, knew the particulars about this agreement, including whether it would apply to the current Intercompany Balance. The Debtors’ Corporate Representative

⁸⁶ EXAM00122166-94 at 76 (p. 10)

⁸⁷ *Ibid*, at p. 25.

⁸⁸ See Westman Ex. 20, Amended and Restated Intercompany Advance Agreement between Homecomings and RFC.

(Westman) noted that interest accrued on this balance at the same rate provided for in the agreement identified.⁸⁹

D. Intercompany Claim #4 – Passive Asset Transactions, LLC Claim against GMAC Mortgage, LLC

i. Background

66. According to Exhibit 6 to the Revised Disclosure Statement, GMACM owes its direct subsidiary, Passive Asset Transaction, LLC (“PATI”) \$697.0 million.⁹⁰ The GMACM Schedule F-1⁹¹ and the PATI Schedule B-18⁹² reflect amounts owing by GMACM to PATI as follows:

(\$ in Millions)

Account # (per Stmt of Assets)	Account Name (per General Ledger)	Accounts Payable Entity	Accounts Receivable Entity	Petition Date Intercompany Balance
24000195	Interco Payable (001 / 095)	GMAC Mortgage, LLC	Passive Asset Transactions, LLC	\$ 689.2
20412001	Intercompany Payable/Recvble	GMAC Mortgage, LLC	Passive Asset Transactions, LLC	7.8
				<u>\$ 697.0</u>

ii. Observations

67. The Debtors’ Corporate Representative (Westman) testified that the above balances were accurately reported as intercompany receivables and intercompany payables.⁹³

The Debtors disclosed in Exhibit 6 to the Revised Disclosure Statement that this “[b]alance generally arose out of operation of the company’s centralized cash management system.

Majority of balance reflects cash collected by PATI from non-Debtor entities (Flume and GX II)

⁸⁹ Westman Tr. 143:19-144:3; 153:7-155:16.

⁹⁰ Docket No. 4733, Disclosure Statement, Exhibit 6.

⁹¹ Creditors Holding Unsecured Claims - GMACM Schedules of Assets and Liabilities, Docket #550, page 779.

⁹² Schedule of Other Liquidated Debts Owed to Debtor - PATI Schedules of Assets and Liabilities, Docket #582, page 32.

⁹³ Westman Tr. at 120:5-6.

that were swept to GMACM and then to ResCap.”⁹⁴ As the Debtors’ Corporate Representative (Westman) explained, “Passive Asset Transactions was a holder of international notes and it would receive cash as a holder of those international notes in receipt of that cash through the cash management process, it would have pushed that cash up to its parent, GMAC Mortgage.”⁹⁵

68. The information is consistent with what I observed in examining the general ledger data and other information produced by the Debtors.

69. According to Exhibit 6 to the Revised Disclosure Statement, “In 2008, \$44 million of debt owed by PATI to GMACM was forgiven so that PATI could meet certain tangible net worth debt covenants.”⁹⁶ Based on my review of the Intercompany Transactions that the Debtors extracted from their general ledgers, the \$44 million of debt owed by PATI to GMACM that was forgiven in 2008 was effectuated at PATI by reducing its intercompany liability and increasing its member’s equity. The Debtors’ Corporate Representative (Westman) testified that all debt forgiveness received the appropriate approvals as required by a particular transaction.⁹⁷ Thus, it is my understanding that the ResCap CFO approved this debt forgiveness in accordance with the RFC/GMACM Debt Forgiveness Procedures.⁹⁸ As described above, if the intercompany payable did not reflect a bona fide liability, such forgiveness of the debt would have been unnecessary.⁹⁹

⁹⁴ Docket No. 4733, Revised Disclosure Statement, Exhibit 6.

⁹⁵ Westman 205:24-206:10.

⁹⁶ Docket No. 4733, Revised Disclosure Statement, Exhibit 6.

⁹⁷ Westman Tr. at 219:25-220:6.

⁹⁸ Hamzehpour Ex. 1 (EXAM10362088) at EXAM10362089-90.

⁹⁹ See ¶ 18.

E. Intercompany Claim #5 – Executive Trustee Services, LLC Claim against GMAC Mortgage, LLC

i. Background

70. According to Exhibit 6 to the Revised Disclosure Statement, GMACM owes its direct subsidiary, ETS, \$265.4 million (net). The GMACM Schedule F-1¹⁰⁰, the ETS Schedule F-1¹⁰¹, the GMACM Schedule B-18¹⁰² and the ETS Schedule B-18¹⁰³ reflect net amounts owing by GMACM to ETS as follows:

(\$ in Millions)

Account # (per Stmt of Assets)	Account Name (per General Ledger)	Accounts Payable Entity	Accounts Receivable Entity	Petition Date Intercompany Balance
20412001	Intercompany Payable/Receivable	Executive Trustee Services, LLC	GMAC Mortgage, LLC	\$ (10.9)
2041200001	Intracompany payable - US Subs	Executive Trustee Services, LLC	GMAC Mortgage, LLC	(0.2)
24008888	Interco Payable Self Elim	Executive Trustee Services, LLC	GMAC Mortgage, LLC	(0.0)
24000102	A/P Affiliates - 001 / 002	GMAC Mortgage, LLC	Executive Trustee Services, LLC	276.5
				<u>\$ 265.4</u>

ii. Observations

71. The Debtors' Corporate Representative (Westman) testified that the balances above were accurately reported as intercompany receivables and intercompany payables.¹⁰⁴ Debtors disclosed in Exhibit 6 to the Revised Disclosure Statement that this:

- “Balance generally arose out of operation of the company’s centralized cash management system. Revenue received by ETS (as foreclosure trustee) was swept to

¹⁰⁰ Creditors Holding Unsecured Claims - GMACM Schedules of Assets and Liabilities, Docket #550, page 760.

¹⁰¹ Creditors Holding Unsecured Claims - ETS Schedules of Assets and Liabilities, Docket #561, page 44.

¹⁰² Schedule of Other Liquidated Debts Owed to Debtor - GMACM Schedules of Assets and Liabilities, Docket #550, page 42.

¹⁰³ Schedule of Other Liquidated Debts Owed to Debtor - ETS Schedules of Assets and Liabilities, Docket #561, page 31.

¹⁰⁴ Westman Tr. at 119:2-120:6.

GMACM. GMACM, in turn, satisfied ETS's cash needs. Intercompany balances were created to record impact to ETS, but no cash settlements occurred."

- ETS is composed of a group of companies whose principal business activities, for which they received revenue, "were attempts at recovery against losses that were incurred for liquidated loans. So attempting to collect from borrowers any amounts that had been lost through other avenues, and also providing Trustee Services around the foreclosure process. . . ." ¹⁰⁵ Cash was generated by ETS's business activities. ¹⁰⁶
- Interest was accrued but not paid on the intercompany balance (this amount has been included in the intercompany balance). ¹⁰⁷

72. As noted above, the Intercompany Balances created through the ordinary course activities of an operating subsidiary are generally recorded as debt. In this instance, ETS performed services and received cash in consideration for those services. The cash was swept up to GMACM as part of the cash management process and, in return for its cash, ETS recorded a receivable from GMACM. ¹⁰⁸ As described above, this accounting is consistent with recording the receivable as debt and inconsistent with an equity transaction. ¹⁰⁹

¹⁰⁵ Dondzila Tr. at 36:25-37:7.

¹⁰⁶ *Id.* at 99:17-23.

¹⁰⁷ Docket No. 4733, Revised Disclosure Statement, Exhibit 6.

¹⁰⁸ *See* Westman Tr. at 103:4-104:18, Westman Ex. 7 (RCUCCJSN20064737) at RCUCCJSN20064744-45.

¹⁰⁹ *See* ¶ 18 (ordinary course intercompany transactions are more consistent with debt because effecting equity transactions in the ordinary course would violate policies and procedures) and ¶ 27 (subsidiaries do not typically make equity investments in their parents).

F. Intercompany Claim #6 – Residential Funding Company, LLC Claim against RFC Asset Holdings II, LLC

i. Background

73. According to Exhibit 6 to the Revised Disclosure Statement, RFC Asset Holdings II, LLC (“RAHI”) owes its direct parent, RFC \$231.9 million. The RAHI Schedule F-1¹¹⁰ and the RFC Schedule B-18¹¹¹ reflect amounts owing by RAHI to RFC as follows:

(\$ in Millions)

Account # (per Stmt of Assets)	Account Name (per General Ledger)	Accounts Payable Entity	Accounts Receivable Entity	Petition Date Intercompany Balance
2041200001	Intracompany payable - US Subs	RFC Asset Holdings II, LLC	Residential Funding Company, LLC	\$ 231.9

ii. Observations

74. The Debtors’ Corporate Representative (Westman) testified that the balance above was accurately reported as intercompany receivables and intercompany payables.¹¹² Debtors disclosed in Exhibit 6 to the Revised Disclosure Statement that this “[b]alance generally arose out of operation of the company’s centralized cash management system. RAHI owned a portfolio of non-economic residuals that generated excess inclusion income that resulted in current taxes payable. Balance primarily attributable to settlement of taxes under the tax sharing agreement.” As Ms. Westman explained, this balance reflected monies used for accounts payable and interest expense.¹¹³

¹¹⁰ Creditors Holding Unsecured Claims - RAHI Schedules of Assets and Liabilities, Docket #586, page 44.

¹¹¹ Schedule of Other Liquidated Debts Owed to Debtor - RFC Schedules of Assets and Liabilities, Docket #548, page 41.

¹¹² Westman at 112:16-113:2.

¹¹³ *Ibid*, at 207.

75. The Debtors further stated that, “Interest was accrued but not paid on the intercompany balance (this amount has been included in the intercompany balance).”¹¹⁴ This was confirmed by the Debtors’ Corporate Representative who testified that interest accrued on this account but was not cash-settled.¹¹⁵

76. According to Exhibit 6 to the Revised Disclosure Statement, “In 2008, \$1.2 billion of debt owed by RAHI to RFC was forgiven so that RAHI could meet certain tangible net worth debt covenants.”¹¹⁶ Based on my review of the Intercompany Transactions that the Debtors extracted from their general ledgers, the \$1.2 billion of debt owed by RAHI to RFC that was forgiven in 2008 was effectuated at RAHI by reducing its intercompany liability and increasing its member’s equity. The Debtors’ Corporate Representative (Westman) testified that all debt forgiveness received the appropriate approvals as required by a particular transaction.¹¹⁷ Thus, it is my understanding that the Ally Board of Directors approved this debt forgiveness in accordance with the RFC/GMACM Debt Forgiveness Procedures.¹¹⁸ As described above, if the intercompany payable did not reflect a bona fide liability, such forgiveness of the debt would have been unnecessary.¹¹⁹

¹¹⁴ Docket No. 4733, Revised Disclosure Statement, Exhibit 6.

¹¹⁵ Westman Tr. at 160:2-9.

¹¹⁶ Docket No. 4733, Revised Disclosure Statement, Exhibit 6.

¹¹⁷ Westman Tr. 219:25-220:6.

¹¹⁸ Hamzehpour Ex. 1 (EXAM10362088) at EXAM10362089.

¹¹⁹ See ¶ 18.

G. Intercompany Claim #7 – Residential Funding Company, LLC Claim against GMAC Mortgage, LLC

i. Background

77. According to Exhibit 6 to the Revised Disclosure Statement, GMACM owes an affiliate, RFC \$139.7 million. The GMACM Schedule F-1¹²⁰ and the RFC Schedule B-18¹²¹ reflect amounts owing by GMACM to RFC as follows:

(\$ in Millions)

Account # (per Stmt of Assets)	Account Name (per General Ledger)	Accounts Payable Entity	Accounts Receivable Entity	Petition Date Intercompany Balance
2020100001	GMAC RESI Intercompany	GMAC Mortgage, LLC	Residential Funding Company, LLC	\$ 133.7
20412001	Intercompany Payable/Recvble	GMAC Mortgage, LLC	Residential Funding Company, LLC	6.0
				<u>\$ 139.7</u>

ii. Observations

78. The Debtors disclosed in Exhibit 6 to the Revised Disclosure Statement that the “[m]ajority of balance consists of: (i) amounts recorded in connection with AFI billings for shared services (e.g. payroll, outside counsel) – RFC routinely remitted payment to AFI for services and RFC then charged GMACM for its portion; and (ii) service fee income received by GMACM as subservicer relating to RFC MSR.”¹²²

79. Cathy Dondzila, the former Controller for ResCap, explained with respect to the shared services balance that “Ally Financial allocated costs. Those allocations and charges related to those allocations were recorded initially to [RFC], and then the appropriate portion

¹²⁰ Creditors Holding Unsecured Claims - GMACM Schedules of Assets and Liabilities, Docket #5550, page 783.

¹²¹ Schedule of Other Liquidated Debts Owed to Debtor - RFC Schedules of Assets and Liabilities, Docket #548, page 41.

¹²² Docket No. 4733, Revised Disclosure Statement, Exhibit 6.

would then be moved from [RFC] down to GMAC Mortgage.”¹²³ Ms. Dondzila then explained that GMAC Mortgage and RFC were actually “sister” companies and that she did not know why Ally did not just allocate its costs directly to GMACM.¹²⁴

80. The fact that the Intercompany Balance was between two sister companies (rather than a parent making an investment in a wholly-owned subsidiary) is also reflective of an intent to treat this balance as debt. I would not expect an equity investment between sister companies to be reflected on a company’s book and records as an intercompany receivable. Indeed, the sister company would receive none of the customary benefits attributable to an equity investment in connection with this type of transaction.

81. GMACM clearly identified and reported intercompany balances as “Other Liabilities – Payables” to RFC in its independently audited financial statements. For example, GMACM reported \$69.79 million of payables owed to RFC as of December 31, 2011. (*See* EXAM00234281 at 316 (p. 36)).¹²⁵ It is apparent from these contemporaneous financial statements that GMACM expected to repay its intercompany payable due to RFC since it specifically reported those amounts as debts in its financial statements.

H. Intercompany Claim #8 – Home Connect Lending Services, LLC Claim against GMAC Residential Holding Company, LLC

i. Background

82. According to the January 2013 Intercompany Analysis,¹²⁶ ResHolding owes Home Connects Lending Services, LLC \$54.6 million. The ResHolding Schedule F-1¹²⁷

¹²³ Tr. of Cathy Dondzila at 42-43.

¹²⁴ *Id.* at 43.

¹²⁵ EXAM0234281-349, at 345 (p.65).

¹²⁶ RCUCJNSN30004106-11 and RCUCJNSN30004112-4, email thread starting on December 12, 2012 through January 17, 2013, including the attachment to the email thread.

¹²⁷ Creditors Holding Unsecured Claims - ResHolding Schedules of Assets and Liabilities, Docket #565, page 41.

and the Home Connects Lending Services, LLC Schedule B-18¹²⁸ reflect amounts owing by GMACM to Home Connects Lending Services, LLC as follows:

(\$ in Millions)

Account # (per Stmt of Assets)	Account Name (per General Ledger)	Accounts Payable Entity	Accounts Receivable Entity	Petition Date Intercompany Balance
24000267	Intercompany Payable (033/067)	GMAC Residential Holding Company, LLC	Home Connects Lending Services, LLC	\$ 54.6

ii. Observations

83. The Debtors’ Corporate Representative (Westman) testified that the balance above was accurately reported as intercompany receivables and intercompany payables.¹²⁹ According to Exhibit 6 to the January 2013 Intercompany Analysis, “[t]he balances at October 31, 2012 have not changed significantly since December 2008. The balances resulted from intercompany clean up to the closure of HCLS, LLC (SS097) and related entities.”¹³⁰ The Debtors’ Corporate Representative testified that this intercompany balance also reflected, in part, the movement of cash through the cash management system.¹³¹

84. The information is consistent with what I observed in examining the general ledger data and other information produced by the Debtors, and the testimony of the Debtors’ witnesses and Corporate Representatives that have proceeded to date.

¹²⁸ Schedule of Other Liquidated Debts Owed to Debtor - Home Connects Lending Services, LLC Schedules of Assets and Liabilities, Docket #575, page 23.

¹²⁹ Westman Tr. at 122:21-123:2.

¹³⁰ RCUCCJSN30004106-11 and RCUCCJSN30004112-4, email thread starting on December 12, 2012 through January 17, 2013, including the attachment to the email thread.

¹³¹ Westman Tr. at 76:8-79:23.

I. Intercompany Claim #9 – GMAC Residential Holding Company, LLC Claim against GMAC Mortgage, LLC

i. Background

85. According to the January 2013 Intercompany Analysis,¹³² GMACM owes ResHolding \$51.4 million (net). The GMACM Schedule F-1¹³³, the ResHolding Schedule F-1¹³⁴, the GMACM Schedule B-18¹³⁵ and the ResHolding Schedule B-18¹³⁶ reflect net amounts owing by GMACM to ResHolding as follows:

(\$ in Millions)

Account # (per Stmt of Assets)	Account Name (per General Ledger)	Accounts Payable Entity	Accounts Receivable Entity	Petition Date Intercompany Balance
24000033	Interest Rec/Pay (001/033)	GMAC Mortgage, LLC	GMAC Residential Holding Company, LLC	\$ 108.0
20412001	Intercompany Payable/Recvble	GMAC Mortgage, LLC	GMAC Residential Holding Company, LLC	1.5
24000233	Interco LOC (001/033)	GMAC Residential Holding Company, LLC	GMAC Mortgage, LLC	(58.2)
				<u>\$ 51.4</u>

ii. Observations

86. The Debtors’ Corporate Representative (Westman) testified that the above balances were accurately reported as intercompany receivables and intercompany payables.¹³⁷

87. Debtors disclosed in Exhibit 6 to the January 2013 Intercompany Analysis that “The balance at October 31, 2102 represents borrowings under an unsecured credit facility between GMAC Mortgage and its parent, RHC. This agreement was originally entered into in December 1998. The monthly activity represents the borrowings for the general

¹³² RCUCCJSN30004106-11 and RCUCCJSN30004112-4, email thread starting on December 12, 2012 through January 17, 2013, including the attachment to the email thread.

¹³³ Creditors Holding Unsecured Claims - GMACM Schedules of Assets and Liabilities, Docket #550, page 763

¹³⁴ Creditors Holding Unsecured Claims - ResHolding Schedules of Assets and Liabilities, Docket #565, page 41.

¹³⁵ Schedule of Other Liquidated Debts Owed to Debtor - GMACM Schedules of Assets and Liabilities, Docket #550, page 42.

¹³⁶ Schedule of Other Liquidated Debts Owed to Debtor - ResHolding Schedules of Assets and Liabilities, Docket #565, page 23.

¹³⁷ Westman Tr. at 119:12-24; 122:13-20.

operating needs of GMAC Mortgage. Repayments on these borrowings were made on a recurring basis until the petition date.” The Debtors’ Corporate Representative (Westman) testified that this intercompany balance also reflected, in part, the movement of cash through the cash management system.¹³⁸

88. The Debtors further stated that “[t]he interest rate under this agreement fluctuates monthly and is a stated margin, agreed between the Company and RHC, which is generally between 100 and 300 basis points above a quoted short-term market rate. Interest was accrued on a monthly basis until the petition date. The credit facility is payable upon demand.”¹³⁹

89. GMACM clearly identified and reported intercompany balances, including the Intercompany Balance between GMACM and ResHolding as receivables from affiliates or borrowings from parent (ResHolding) in its independently audited financial statements. For example, GMACM reported \$515.89 million and \$358.71 million of borrowings from parent (ResHolding) as of December 31, 2010 and 2009, respectively.¹⁴⁰

90. It is apparent from the contemporaneous financial statements prepared by GMACM that GMACM expected to repay its intercompany payable due to ResHolding since it specifically reported those amounts as debts.

91. The Debtors also observed that interest was accrued on these borrowings.¹⁴¹ The audited financial statements prepared by GMACM clearly reports that the interest expense, like the principal, was recorded on the books and records of GMACM. For

¹³⁸ Westman Tr. 79:12-18.

¹³⁹ RCUCCJSN30004106-11 and RCUCCJSN30004112-4, email thread starting on December 12, 2012 through January 17, 2013, including the attachment to the email thread.

¹⁴⁰ EXAM00234350-412 at 353 (p. 4).

¹⁴¹ See also Westman Tr. at 159:18-25.

example, GMACM reported \$15.54 million and \$30.15 million of interest expense on borrowings from parent (ResHolding) for the years ended December 31, 2010 and December 31, 2009, respectively.¹⁴²

**IX. DEBT FORGIVENESS AMONG RESCAP ENTITIES AND APPROVALS
RECEIVED FROM ALLY'S BOARD OF DIRECTORS**

92. According to Article II, Section K of the Revised Disclosure Statement: “On numerous occasions, where the existence of an intercompany payable on a Debtor’s balance sheet threatened the solvency and net worth thresholds required under external funding agreements, or by federal or state regulations, the putative debt obligations were forgiven. Additionally, putative debt obligations were forgiven among the Debtors and certain non-Debtor subsidiaries in connection with the Debtors’ international transactions and the dissolution of entities. Approximately \$16.6 billion of debt was forgiven without consideration from 2007 through the Petition Date.”

93. The Debtors have noted the fact that the debt forgiveness was effectuated through a capital contribution (i.e., through the equity account). However, Cathy Dondzila, the Debtors’ former Controller, testified that the Debtors did so only because they had concluded that GAAP required that intercompany indebtedness be written off in this manner.¹⁴³ Internal communications reflect that the Debtors were relying upon AICPA Practice Alert 00-1 (Extinguishment of related Party Debt) ¶¶ 27-28¹⁴⁴ in arriving at their determination to use the equity account to effectuate the debt forgiveness.

¹⁴² *Ibid*, at 410 (p. 61).

¹⁴³ Dondzila Tr. at 84:13-86:6.

¹⁴⁴ RCJSNII10041531 at RCJSNII10041532.

94. The forgiveness of intercompany debt required various levels of approval depending upon the amount forgiven. As the Debtors' Corporate Representative (Westman) explained, "[g]enerally, it would be determined that a particular debt was a balance that we would look to forgive to solve a certain net worth issue, et cetera. That balance would be identified and documentation would be put together in a request form. That would -- that request would go through Cathy, generally, and would be provided to the CFO or on up to board of directors or Executive Committee, depending on where it - where it needed to go for the particular balance and dollar amount, and it would be presented for recommendation and approval.¹⁴⁵ To the knowledge of the Debtors' Corporate Representative: "all debt forgiveness received the appropriate approvals as required by the particular transaction."¹⁴⁶ This review and approval process is set forth in detail in a document prepared by Ms. Westman in 2010.¹⁴⁷

95. The ResCap Debt Forgiveness Schedule by Legal Entity (the "Debt Forgiveness Schedule")¹⁴⁸ identifies approximately \$16.6 billion of debt forgiveness between 2008 and 2012. Of this amount, approximately \$7.9 billion, \$4.1 billion, \$1.9 billion, \$2.3 billion and \$0.4 billion was forgiven in 2008, 2009, 2010, 2011 and 2012 respectively. This schedule does not appear to specifically enumerate the \$44 million in debt owed to GMACM by PATI that was forgiven in 2008 (See Section VII. D. to this report).

96. The Debt Forgiveness Schedule identifies the specific "debt forgiveness":

- \$2.151 billion owed by ResFunding to ResCap was forgiven between 2008 (\$2.0 billion) and 2009 (\$0.151 billion). The ResCap Executive Committee approved the forgiveness of the \$2.0 billion on March 26, 2008 (RCUCCJSN10025065).

¹⁴⁵ Westman Tr. at 219:12-24.

¹⁴⁶ *Ibid*, at p. 220.

¹⁴⁷ Hamzehpour Ex. 1 (EXAM10362088) at EXAM10362089.

¹⁴⁸ RCUCCJSN11270924.

- \$2.52 billion owed by GMACM to GMAC Residential Holding Co, LLC was forgiven in 2009. The ResCap Executive Committee approved the forgiveness of \$0.5 billion on June 3, 2009 (RCJSNII10118387-8) and \$2 billion on June 25, 2009 (RC40006569 – 70).
- \$1.228 billion owed by RHAI to ResFunding was forgiven in 2008.
- The majority of the remaining forgiveness (\$10.69 billion) relates to approximately 50 entities; consisting of foreign affiliates, special purpose entities and entities that were dissolved or sold.
- This schedule does not appear to include the \$44 million in debt owed to GMACM by PATI that was forgiven in 2008 (See Section VII. D. to this report).

97. Concerning the first two items above, analysis of entries in Debtors' general ledgers shows that the "debt forgiveness" transactions were recorded as "capital injections In the form of forgiveness of debt"¹⁴⁹ or debt for equity exchanges. The entries recorded on the books of the obligor were:

- Debit: Intercompany Payable – reducing the amount of the obligation by the "forgiven" amount.
- Credit: Additional Paid in Capital (a component of the equity section of a company's balance sheet) – increasing equity by the "forgiven" amount.

98. It should be noted that a description field in the Debtors' general ledgers for the entries reflecting these "forgiveness" transactions identifies the transactions as "Debt Forgiveness." Regardless of whether such a transaction is recorded as a forgiveness or a capital infusion, the impact on the obligor's balance sheet is essentially identical:

- Intercompany debt is reduced by the amount of the "forgiveness."
- The obligor's equity is increased by the amount of the "forgiveness."

¹⁴⁹ RCUCCJSN30002765.

99. Releasing intercompany obligors from amounts owing required approval of ResCap's Chief Executive Officer, Board of Directors and/or Executive Committee. Debt forgiveness in amounts greater than \$50 million also required the approval of the Ally Board of Directors.¹⁵⁰ The Debtors' Corporate Representative (Westman) testified that all debt forgiveness received appropriate approvals as required by a particular transaction.¹⁵¹ The formal process described and carefully followed for each such transaction is further evidence that the transactions that resulted in the intercompany balances were considered debt transactions, not equity investments or distributions, when they were completed. As Ms. Westman testified, generating intercompany receivables or payables happened in the normal course of business and did not require Board approval. In contrast, "a capital contribution or a dividend would have been something that had to be declared by the board of those entities and would have been a specific type of transaction."¹⁵²

100. The Debtors focused on both the interests of the "lender" and the "borrower" entity in connection with the debt forgiveness process. Ms. Hamzhepour testified that the entity forgiving intercompany debt would have had no desire to forgive more than the amount required to meet net worth or solvency requirements.¹⁵³ This suggests that the ResCap entities only exchanged debt for equity when it was absolutely necessary to do so in order to continue normal operations and avoid defaults under debt agreements. As articulated in a contemporaneous communication from Ms. Hamzhepour (in which she articulates the interests of the "lender" being asked to forgive the "debt"): "It is not in ResCap's or the Group's best

¹⁵⁰ EXAM10362089

¹⁵¹ Hamzhepour Ex. 1 (EXAM10362088) at EXAM10362089.

¹⁵² Westman Tr. 45:25-46:5.

¹⁵³ Hamzhepour Tr. at 31:13-16.

interest to release debt in excess of the amount needed to meet the above goals and, for this reason, the GMAC Inc. Board Resolutions authorizing debt forgiveness for certain ResCap subsidiaries referred to releases ‘up to’ a maximum amount.”¹⁵⁴

101. As set forth in paragraphs 16-18 of my report, the debt forgiveness process was formal and, according to the Debtors’ Corporate Representative (Hamzepour), enabled the Debtors to continue operating from 2008 on.¹⁵⁵ Complying with the various tangible net worth requirements imposed on the Debtors by liquidity providers, state and federal regulators, and the GSE’s were all, to varying degrees, critical to the continued operations of the Debtors. In that way, the debt forgiveness (which facilitated compliance with those tangible net worth requirements) provided value to both the obligor and obligee of the debt being forgiven.

102. In my opinion, there is nothing about the debt forgiveness process that would suggest to me that the Debtors intended to treat the Intercompany Balances as anything other than debt.

X. SIGNATURE AND RIGHT TO SUPPLEMENT AND/OR MODIFY

103. I reserve the right to supplement and/or modify my report based on the production of and/or access to additional information or any other information or data, including additional deposition testimony, that was not available to me prior to the issuance my report.

104. This report has been prepared for use in these subject legal proceedings and may not be used or relied upon for any other purpose without the express written consent of Zolfo Cooper.

¹⁵⁴ Hamzepour Ex. 6 (EXAM11148024); *see also* Hamzepour Tr. 30:15-32:10.

¹⁵⁵ Hamzepour Ex. 6; Hamzepour Tr. at 20:25-24:16.

XI. INDEX OF EXHIBITS

1. Curriculum Vitae of Robert S. Bingham
2. Documents Considered

X. SIGNATURE AND RIGHT TO SUPPLEMENT AND/OR MODIFY

103. I reserve the right to supplement and/or modify my report based on the production of and/or access to additional information or any other information or data, including additional deposition testimony, that was not available to me prior to the issuance my report.

104. This report has been prepared for use in these subject legal proceedings and may not be used or relied upon for any other purpose without the express written consent of Zolfo Cooper.



Robert S. Bingham

October 18, 2013



EXHIBIT 1

Curriculum Vitae of Robert S. Bingham, CIRA

I am a Senior Director with Zolfo Cooper LLC. I have 35 years of experience in a variety of auditing, financial and accounting management and consulting positions, including over 15,000 hours as an officer or advisor to companies either in preparing to file bankruptcy, in bankruptcy or recently emerged from bankruptcy. I have been an officer and/or advisor and confirmation hearing witness on several large bankruptcies involving multiple affiliated entities with large claims among the entities. I am a Certified Insolvency and Restructuring Advisor.

Representative Experience – Bankruptcies

- Enron Corp. – Associate Director of Restructuring; Interim Chief Financial Officer and Treasurer; 2002 through 2006

The Enron group included in excess of 2,000 entities and in excess of 26,000 intercompany accounts with pre-petition balances amounting to multiple tens of billions of dollars. My primary responsibilities included plan of reorganization development, claims classification, including evaluation and treatment of intercompany claims, plan explanation and negotiation with various constituencies, resolution of certain claims and supervision of treasury, insurance and tax departments. Additionally, I served as a member of the board of directors and chairman of the audit committee for Portland General Electric, an Enron subsidiary with public reporting requirements. At the confirmation hearing, I testified concerning specific asset dispositions and claims settlements related to the recovery model, treatment of claims, including intercompany claims, the mechanics of a very complicated plan of reorganization and best interest test. I testified at the final status conference concerning plan implementation and distribution status.

- The Loewen Group Inc. – Financial Advisor to the Company, 2000 and 2001

The Loewen Group Inc. was a holding company whose subsidiaries operated funeral homes throughout the United States and Canada. There were in excess of 1,500 legal entities in the group; over 800 of which filed for bankruptcy protection in the United States. Total intercompany claims amounted to several billion dollars. My responsibilities included plan development, recovery model preparation (including analysis and classification of intercompany claims). I testified at the confirmation hearing concerning the mechanics of a very complicated plan of reorganization, creditor recoveries under the plan at various debtors, intercompany claim treatment and best interest test.



EXHIBIT 1

Curriculum Vitae of Robert S. Bingham, CIRA

- Prime Motor Inns, Inc. – Co-Chief Financial Officer, 1990 through 1993

Prime Motor Inns, Inc. was the holding company for a group of hotel-owning subsidiaries. My responsibilities included plan development, recovery model preparation, claims reconciliation (each of which involved analysis of the treatment of intercompany claims) and supervision of the treasury, budget, insurance and tax departments. I testified concerning certain assets sales and specific claims resolutions.

Expert Report

- In August 2011, I issued an expert report in an adversarial proceeding (Adv. Pro. No. 2:10-CV-198-MHT) related to the Colonial Bancgroup, Inc. chapter 11 bankruptcy for the Middle District of Alabama Case No. 2:10-cv-00409-MHT-WC (Bankr. Case No. 09-32303 (DHW)). My opinions and observations expressed in this report related to the treatment of intercompany transactions pursuant to a corporate tax sharing agreement.

Additional Experience – Bankruptcies and Public Accounting

- In addition to the above referenced bankruptcies, I have provided financial advisory services in bankruptcy matters including New Stream, New York Racing Association, Blue Bird, Sunbeam Corporation, and the Washington Group. I began my career in public accounting, serving as an auditor with Ernst & Young for 9 years.

Education & Certifications

- B.S. in mathematics from Trinity College, Hartford, Ct.
- M.B.A. from the Amos Tuck School at Dartmouth College
- Certified Insolvency and Restructuring Advisor (CIRA) program
- Numerous continuing education programs from 1976 forward to maintain CPA (now Inactive) and CIRA credentials

Professional Affiliations, Activities & Awards

- Member, Association of Insolvency & Restructuring Advisors; Board member for more than 6 years (AIRA)
- 2002 Gold Medal winner on CIRA Exam
- Frequent panelist at AIRA Annual Conference on topical issues, e.g., *Treatment of Intercompany Claims*, 2011; *Ethics for Financial Advisors*, 2009, 2008



EXHIBIT 1

Curriculum Vitae of Robert S. Bingham, CIRA

Teaching Experience

- CIRA course Part II (Bankruptcy Plan Development): 2009, 2010 and 2011
- CIRA course Part III (Bankruptcy Accounting and Reporting Issues and Taxes): 2009 and 2010.

Bates # / File Name	Docket #	Document Description	Category
001-EXAM00220919			Other
002-EXAM00220938			Other
003-EXAM00220948			Other
004-EXAM00220949		Timeline of key events 2007 to 2012; including notes on debt forgiveness	Bankruptcy Filings & Background Information
005-EXAM00220955		Debt Forgiveness by Asset Silo	Internal & External Financial Statements
006-EXAM00220956			Other
007-EXAM00221011			Other
008-EXAM00221012			Other
009-EXAM00221053			Other
010-EXAM00221452			Other
011-EXAM00221453			Other
012-EXAM00221454			Other
013-EXAM00221458		A/P file includes Intercompany Partner RC item	Internal & External Financial Statements
014-EXAM00221459			Other
015-EXAM00221460			Other
016-EXAM00221475			Other
017-EXAM00221485			Other
018-EXAM00221497			Other
019-EXAM00221498			Other
020-EXAM00221499			Other
021-EXAM00221509			Other
022-EXAM00221518		Settlement Credit Model, reference forgiveness	Internal & External Financial Statements
023-EXAM00221519			Other
024-EXAM00221529		Terms of Support Relating to Possible DOJ/State Attorney's General Settlement, Includes Form Of Debt Forgiveness Letter, 1/30/2012	Legal
025-EXAM00221558			Other
026-EXAM00221559			Other
027-EXAM00221563			Other
028-EXAM00221565			Other
029-EXAM00221577			Other
030-EXAM00221579		Interco Interest Summary	Internal & External Financial Statements
031-EXAM00221580			Other
032-EXAM00221838		Illustrative Waterfall Analysis Asset & Liabilities Input with intercompany	Internal & External Financial Statements
033-EXAM00221839			Other
034-EXAM00221840			Other
035-EXAM00221841			Other
036-EXAM00221844			Other
037-EXAM00221847			Other
038-EXAM00221850			Other
039-EXAM00221851		All Consolidated Entities Balance Sheet Trial Balance Reporting Period 2007 as of 1/25/2008	Internal & External Financial Statements
040-EXAM00221852			Other
041-EXAM00221854			Other
042-EXAM00221855			Other
043-EXAM00221856			Other
044-EXAM00221857			Other
045-EXAM00221858			Other
046-EXAM00221859			Other
047-EXAM00221860			Other
048-EXAM00221861			Other

Bates # / File Name	Docket #	Document Description	Category
049-EXAM00221862		Debt Forgiveness Schedule for the years: 2007, 2008, 2009	Internal & External Financial Statements
050-EXAM00221863			Other
051-EXAM00221866			Other
052-EXAM00228748			Other
053-EXAM00229653			Other
054-EXAM00229654			Other
055-EXAM00229655			Other
056-EXAM00229659		Related Party Footnotes for the years: 2006 - 2011	Internal & External Financial Statements
057-EXAM00229660			Other
058-EXAM00229664			Other
059-EXAM00229668			Other
060-EXAM00229672			Other
061-EXAM00229675			Other
062-EXAM00229681			Other
063-EXAM00229953			Other
064-EXAM00229954			Other
065-EXAM00229955			Other
066-EXAM00229956			Other
067-EXAM00229957			Other
068-EXAM00229958			Other
069-EXAM00229959			Other
070-EXAM00229960			Other
071-EXAM00230933		Draft - 24 Month DIP and Wind-Down Analysis, 1/22/2012	Bankruptcy Filings & Background Information
072-EXAM00230986		Draft - 24 Month DIP and Wind-Down Analysis, 1/22/2012	Bankruptcy Filings & Background Information
073-EXAM00231039			Other
076-EXAM00231093			Other
077-EXAM00231094			Other
078-EXAM00231095			Other
079-EXAM00231101			Other
080-EXAM00231105			Other
081-EXAM00231109			Other
082-EXAM00231114			Other
083-EXAM00232588			Other
084-EXAM00232589			Other
085-EXAM00232590			Other
086-EXAM00232591			Other
087-EXAM00232592			Other
088-EXAM00232593			Other
089-EXAM00232594			Other
090-EXAM00232595			Other
091-EXAM00232596			Other
092-EXAM00232597			Other
093-EXAM00232598			Other
094-EXAM00232599			Other
095-EXAM00232600			Other
096-EXAM00232601			Other
097-EXAM00232602			Other
098-EXAM00232603			Other

Bates # / File Name	Docket #	Document Description	Category
099-EXAM00232604			Other
100-EXAM00232605			Other
101-EXAM00232606			Other
102-EXAM00232607			Other
103-EXAM00232608			Other
104-EXAM00232639			Other
105-EXAM00232669			Other
106-EXAM00232699			Other
107-EXAM00232730			Other
108-EXAM00232761			Other
109-EXAM00232785			Other
110-EXAM00232809			Other
111-EXAM00232833			Other
112-EXAM00232858			Other
113-EXAM00232883			Other
114-EXAM00232907			Other
115-EXAM00232931			Other
116-EXAM00232947			Other
117-EXAM00232962			Other
118-EXAM00232976			Other
119-EXAM00232989			Other
120-EXAM00233003			Other
121-EXAM00233016			Other
122-EXAM00233017			Other
123-EXAM00233018			Other
124-EXAM00233019			Other
125-EXAM00233020			Other
126-EXAM00233021			Other
127-EXAM00233022			Other
128-EXAM00233023			Other
129-EXAM00233024			Other
130-EXAM00233027			Other
131-EXAM00233029			Other
132-EXAM00233100			Other
133-EXAM00233174			Other
134-EXAM00233176		Unaudited Consolidated Balance Sheet for periods ending: 6/30/2012 and 6/30/2011	Internal & External Financial Statements
135-EXAM00233178		ResCap Consolidation - Income Tax return ending 12/31/2009	Tax Returns
136-EXAM00233263		ResCap Consolidation - Income Tax return ending 12/31/2010	Tax Returns
137-EXAM00233517		ResCap Consolidation - Income Tax return ending 12/31/2011	Tax Returns
138-EXAM00233352			Other
139-EXAM00233353			Other
140-EXAM00233374		Audited Non-Consolidated Financial Statements of GMAC Residential Funding of Canada, Limited as of 12/31/2009	Internal & External Financial Statements
141-EXAM00233396		Audited Non-Consolidated Financial Statements of GMAC Residential Funding of Canada, Limited as of 12/31/2008	Internal & External Financial Statements
142-EXAM00233423		Audited Non-Consolidated Financial Statements of GMAC Residential Funding of Canada, Limited as of 12/31/2007	Internal & External Financial Statements
143-EXAM00233957			Other
144-EXAM00233958			Other
145-EXAM00233959			Other
146-EXAM00233960			Other

Bates # / File Name	Docket #	Document Description	Category
147-EXAM00233970			Other
148-EXAM00233971			Other
149-EXAM00233972			Other
150-EXAM00233973			Other
151-EXAM00233961			Other
152-EXAM00233968			Other
153-EXAM00233969			Other
154-EXAM00233976			Other
155-EXAM00233977			Other
156-EXAM00233978			Other
157-EXAM00233979			Other
158-EXAM00233980			Other
159-EXAM00233981			Other
160-EXAM00233982			Other
161-EXAM00233983			Other
162-EXAM00233984			Other
163-EXAM00233985			Other
164-EXAM00233986			Other
165-EXAM00233987			Other
166-EXAM00233988			Other
1679_001		Letter written to Richard of Collura of Zolfo Cooper confirming delivery of external hard drive of documents below	General Ledger Transactional Data
167-EXAM00233989			Other
168-EXAM00233990			Other
169-EXAM00233991			Other
170-EXAM00233992			Other
171-EXAM00233993			Other
172-EXAM00233994			Other
173-EXAM00233995			Other
174-EXAM00233996			Other
175-EXAM00233997			Other
176-EXAM00233998			Other
177-EXAM00233999			Other
178-EXAM00234000			Other
179-EXAM00234001			Other
180-EXAM00234002			Other
181-EXAM00234003			Other
182-EXAM00234004		Audited Consolidated Financial Statements of GMAC Mortgage, LLC as of 12/31/2006	Internal & External Financial Statements
183-EXAM00234058		Audited Consolidated Financial Statements of GMAC Mortgage, LLC as of 12/31/2007	Internal & External Financial Statements
184-EXAM00234112		Audited Consolidated Financial Statements of GMAC Mortgage, LLC as of 12/31/2008	Internal & External Financial Statements
185-EXAM00234189		Audited Consolidated Financial Statements of GMAC Mortgage, LLC as of 12/31/2009	Internal & External Financial Statements
186-EXAM00234281		Audited Consolidated Financial Statements of GMAC Mortgage, LLC as of 12/31/2011	Internal & External Financial Statements
187-EXAM00234350		Audited Consolidated Financial Statements of GMAC Mortgage, LLC as of 12/31/2010	Internal & External Financial Statements
188-EXAM00234413			Other
189-EXAM00234414			Other
190-EXAM00234415			Other
191-EXAM00234416			Other
192-EXAM00234417			Other
193-EXAM00234418			Other

Bates # / File Name	Docket #	Document Description	Category
194-EXAM00234419			Other
195-EXAM00234420			Other
196-EXAM00234421			Other
197-EXAM00234422			Other
198-EXAM00234423			Other
199-EXAM00234424			Other
200-EXAM00234425			Other
201-EXAM00234426			Other
202-EXAM00234427			Other
203-EXAM00234428			Other
204-EXAM00234429			Other
205-EXAM00234430			Other
207-EXAM00234462			Other
208-EXAM00237709			Other
209-EXAM00237710			Other
210-EXAM00237711			Other
211-EXAM00237712			Other
212-EXAM00237715			Other
213-EXAM00237716			Other
214-EXAM00237717			Other
215-EXAM00237718			Other
216-EXAM00237719			Other
217-EXAM00237720			Other
218-EXAM00237721			Other
219-EXAM00237722			Other
220-EXAM00237723			Other
221-EXAM00237724			Other
222-EXAM00237725			Other
223-EXAM00237726			Other
224-EXAM00237727			Other
225-EXAM00237728			Other
226-EXAM00237729			Other
227-EXAM00237730			Other
228-EXAM00237731			Other
229-EXAM00237732			Other
230-EXAM00237733			Other
231-EXAM00237734			Other
232-EXAM00237735			Other
233-EXAM00237736			Other
234-EXAM00237737			Other
235-EXAM00237738			Other
236-EXAM00237739			Other
237-EXAM00237740			Other
238-EXAM00237741			Other
239-EXAM00237742			Other
240-EXAM00237743			Other
241-EXAM00237744			Other
242-EXAM00237745			Other

Bates # / File Name	Docket #	Document Description	Category
243-EXAM00237746			Other
244-EXAM00237747			Other
245-EXAM00237748			Other
246-EXAM00237749			Other
247-EXAM00237750			Other
248-EXAM00237751			Other
249-EXAM00237752			Other
250-EXAM00237753			Other
251-EXAM00237754			Other
252-EXAM00237755			Other
253-EXAM00237756			Other
254-EXAM00237757			Other
255-EXAM00237758			Other
256-EXAM00237759			Other
257-EXAM00237760			Other
258-EXAM00237761			Other
259-EXAM00237762			Other
260-EXAM00237763			Other
261-EXAM00239387			Other
262-EXAM00239388			Other
263-EXAM00267946			Other
264-EXAM00267959			Other
265-EXAM00267972			Other
266-EXAM00267985			Other
267-EXAM00267998			Other
268-EXAM00268011		Debt Forgiveness Transactions from 1/1/2008 - 5/13/2012 (Petition)	Internal & External Financial Statements
269-EXAM00268012			Other
270-EXAM00295528			Other
271-EXAM00295529			Other
272-EXAM00295553			Other
273-EXAM00295557			Other
274-EXAM00295573			Other
275-EXAM00295589		Operating Agreement.pdf, references IC notes	Legal
276-EXAM00295603			Other
277-EXAM00295615			Other
278-EXAM00295633			Other
279-EXAM00295653			Other
280-EXAM00295670			Other
281-EXAM00295688			Other
282-EXAM00295692			Other
283-EXAM00295701			Other
284-EXAM00295706			Other
285-EXAM00295710			Other
286-EXAM00295721			Other
287-EXAM00295725			Other
288-EXAM00295735			Other
289-EXAM00295738			Other
290-EXAM00295743			Other

Bates # / File Name	Docket #	Document Description	Category
291-EXAM00295752			Other
292-EXAM00295756			Other
293-EXAM00295760			Other
294-EXAM00295768			Other
295-EXAM00295772			Other
296-EXAM00295776			Other
297-EXAM00295781			Other
298-EXAM00295783			Other
299-EXAM00295790			Other
300-EXAM00295848			Other
301-EXAM00295860			Other
302-EXAM00295870			Other
303-EXAM00295872			Other
304-EXAM00295875			Other
305-EXAM00295883			Other
306-EXAM00295887			Other
307-EXAM00295892			Other
308-EXAM00295902			Other
309-EXAM00295958			Other
310-EXAM00295971			Other
311-EXAM00295973			Other
312-EXAM00295983			Other
313-EXAM00295985			Other
314-EXAM00295992			Other
315-EXAM00296000			Other
316-EXAM00296004			Other
317-EXAM00296009			Other
318-EXAM00296017			Other
319-EXAM00296034			Other
320-EXAM00296035			Other
321-EXAM00296059			Other
322-EXAM00296063			Other
323-EXAM00296294			Other
324-EXAM00296301			Other
325-EXAM00296305			Other
326-EXAM00296316			Other
327-EXAM00296345			Other
328-EXAM00296350			Other
329-EXAM00296352			Other
330-EXAM00296353			Other
331-EXAM00296359			Other
332-EXAM00296509			Other
333-EXAM00296515			Other
334-EXAM00296615			Other
335-EXAM00296706			Other
336-EXAM00329293			Other
337-EXAM00329295			Other
338-EXAM00329296			Other

Bates # / File Name	Docket #	Document Description	Category
339-EXAM00338622			Other
340-EXAM00338623		Loan Level reimbursement from 4/2012 - 1/2013, 2nd Lien Extinguishment	Internal & External Financial Statements
EXAM10362089		Debt Forgiveness Procedures	Email and Memo Communications
EXAM00107204		Note Certificate & Viaduct (No. 7) Limited	Other
EXAM00107205		Note Issuance Facility Deed	Other
EXAM00125358		GMAC Residential Folding Company, LLC Consolidated Financial Statements as of and for years ended Dec. 31, 2007 and 2006	Internal & External Financial Statements
EXAM00125417		Homecomings Financial, LLC Consolidated Financial Statements for the Years Ended December 31, 2006	Internal & External Financial Statements
EXAM00125624		GMAC Residential Holding Company, LLC Consolidated Financial Statements as of and for the years ended Dec. 31, 2006 and 2005	Internal & External Financial Statements
EXAM00125685		GMAC Residential Holding Corp. Consolidated Financial Statements as of and for the years ended Dec. 31, 2005 and 2004 (Restated)	Internal & External Financial Statements
EXAM00221003		Memo from Westman, B. to Disclosure Committee re: Q4 2011 ResCap Disclosure Committee Meeting Minutes	Email and Memo Communications
EXAM10184779		Letter to PricewaterhouseCoopers LLP re: Audits of the Combined Financial Statements of Residential Capital Corporation as of Dec. 31, 2004 and 2003	Email and Memo Communications
EXAM10490749		Email from Barberot, D. to Lombardo, J. re GMAC BoD Meeting Materials	Email and Memo Communications
EXAM10755596		Email from Hahn, R. to Corrigan, L. among other re SOX Control - Verification of Intercompany Transactions	Email and Memo Communications
EXAM10755597		RFG Intercompany Eliminations - Eliminations Between Resi/Bank (Smartstream) and RFC (PeopleSoft) Legal Entities Master List	Other
EXAM11944646		GMAC Residential Holding Corp Consolidated Financial Statements as of and for the years ended December 31, 2003 and 2002	Other
EXAM12263381		Email from Westman, B. to Stern, J. and Renzi, M. re: Waterfall Questions	Email and Memo Communications
EXAM12412896		Email from Dondzila, C. to Westman, B. re: RFC/ResCap Receivable Support Memo	Email and Memo Communications
EXAM12431944		Email from Dondzila, C. to Shapiro, D. re: Heads Up - GMAC Mortgage Agency Covenants	Email and Memo Communications
6-28-13 Answer And Counterclaims - Unredacted Final		Answer, Affirmative Defenses And Counterclaims Of Defendants Umb Bank, N.A. And The Ad Hoc Group Of Junior Secured Noteholders To Debtors' First Amended Complaint To Determine Extent Of Liens And For Declaratory Judgment	Bankruptcy Filings & Background Information
Adversary Complaint For Declaratory Judgment	3069	Adversary Complaint For Declaratory Judgment, Avoidance Of Liens, And Disallowance Of Claims	Bankruptcy Filings & Background Information
AFJUSN_0121091		ResCap Consolidation - Income Tax return ending 11/30/2006	Tax Returns
AFJUSN_0121092		ResCap Consolidation - Income Tax return ending 11/30/2006	Tax Returns
AFJUSN_0121093		ResCap Consolidation - Income Tax return ending 11/30/2006	Tax Returns
AFJUSN_0121094		ResCap Consolidation - Income Tax return ending 12/31/2006	Tax Returns
ALLY_0044635			Other
ALLY_0172540		GMAC, LLC- Return of Partnership Income ending 2007	Tax Returns
ALLY_0173635		GMAC, LLC- Return of Partnership Income ending 2008	Tax Returns
ALLY_0173654		GMAC, LLC- Return of Partnership Income ending 2008	Tax Returns
ALLY_0173687		GMAC, LLC- Return of Partnership Income ending 2008	Tax Returns
ALLY_0173738		GMAC, LLC - Reportable Transaction Disclosure Statement ending 12/31/2007	Tax Returns
ALLY_0173763		Ally Financial Inc. & Subsidiaries - Income Tax return ending 2010	Tax Returns
ALLY_0175031		GMAC, LLC- Return of Partnership Income ending 2009	Tax Returns
ALLY_0176077		GMAC, LLC - Information Return of U.S. Persons with Respect to Certain Foreign Confirmations ending 2009	Tax Returns
ALLY_0176269		GMAC, LLC - Information Return of U.S. Persons with Respect to Certain Foreign Confirmations ending 2009	Tax Returns
ALLY_0176426		GMAC, LLC- Return of Partnership Income ending 2006	Tax Returns
ALLY_0177397		GMAC, LLC - DC Tax Return 2008	Tax Returns
ALLY_0177399		GMAC, LLC - IL Tax Return 2008	Tax Returns
ALLY_0177402		GMAC, LLC - ND Tax Return 2008	Tax Returns
ALLY_0177405		GMAC, LLC - SD Tax Return 2008	Tax Returns
ALLY_0177410		GMAC, LLC - TN Tax Return 2008	Tax Returns
ALLY_0177416		GMAC, LLC - WV Tax Return 2008	Tax Returns
ALLY_0177428		GMAC, LLC - DC Tax Return 2008	Tax Returns
ALLY_0177430		GMAC, LLC - IL Tax Return 2008	Tax Returns
ALLY_0177433		GMAC, LLC - ND Tax Return 2008	Tax Returns

Bates # / File Name	Docket #	Document Description	Category
ALLY_0177436		GMAC, LLC - SD Tax Return 2008	Tax Returns
ALLY_0177441		GMAC, LLC - TN Tax Return 2008	Tax Returns
ALLY_0177447		GMAC, LLC - WV Tax Return 2008	Tax Returns
ALLY_0208426		GMAC, LLC - NH Tax Return 2006	Tax Returns
ALLY_0208478		Ally Financial Inc. & Subsidiaries - ALLOCATION OF 12.31.11 TAX LIABILITY	Tax Returns
ALLY_0208479		G/L Acct No. 281132001 - Accrued US State and Local inc taxes - prior years	Tax Returns
ALLY_0208480		G/L Acct No. 281132001 - Accrued US State and Local inc taxes - prior years	Tax Returns
ALLY_0208481		All Account Reconciliation 12/31/2011 - Accrued US State and Local inc taxes - prior years	Tax Returns
ALLY_0208482		System Export -Journal Entries	Internal & External Financial Statements
ALLY_0208485		Intercompany Settlement - 5Q11 (2011 Extension)	Internal & External Financial Statements
ALLY_0208486		Intercompany Settlement - 4Q11	Internal & External Financial Statements
ALLY_0208487		Memo from Ally re: Tax Payments due from GMAC Insurance Holdings Inc. to Ally Financial Inc., date 4/18/11	Email and Memo Communications
ALLY_0208490		Ally Financial Inc. & Subs - Income Tax return ending 12/31/2011	Tax Returns
ALLY_0209096			Other
ALLY_0209100		Tax Payment Records - Q311 and Q411 tax payment from GMAC Insurance to Ally Financial	Tax Returns
ALLY_0242821		Accounting Policy 1040 Intercompany Accounting (Effective Jan 1, 2010)	Other
ALLY_0242959		Accounting Policy 1040 Intercompany Accounting (Effective Jan. 1, 2011)	Other
ALLY_0276171		Email from Malloy, J. to Peterson, J. among other re: ResCap Daily Recap/Liquidity Rollforward - 11/13/08	Email and Memo Communications
ALLY_0276172		ResCap Daily Liquidity Rollforward	Other
ALLY_0287162_email			Other
ALLY_0287163			Other
ALLY_0297136			Other
ALLY_0297137			Other
ALLY_0301438			Other
ALLY_0301439			Other
ALLY_0311783		GMAC ResCap Treasury Monthly Reports (July 2008)	Internal & External Financial Statements
ALLY_0336317		ResCap Consolidation - Income Tax return ending 12/31/2011	Tax Returns
ALLY_0336757		Residential Capital, LLC Consolidated Financial Statements for the Years ended December 31, 2011 and 2010	Internal & External Financial Statements
ALLY_0337021		ETS of Virginia - Income Tax return ending 12/31/2011	Tax Returns
ALLY_0337039		ResCap Consolidation - Income Tax return ending 12/31/2010	Tax Returns
ALLY_0337325		ResCap Consolidation - Income Tax return ending 12/31/2009	Tax Returns
ALLY_0337409		ResCap Consolidation - Capital Gains & Losses ending 12/31/2009	Tax Returns
ALLY_0337524		ResCap Consolidating Schedules	Tax Returns
ALLY_0337795		ResCap, LLC- Return of Partnership Income ending 2009	Tax Returns
ALLY_0337807		ResCap, LLC- Schedule C of Form 1065 ending 2009	Tax Returns
ALLY_0337941		ResCap, LLC- Form 8916-A ending 2009	Tax Returns
ALLY_0388745		Ally Financial Inc. & Subs - Income Tax return ending 12/31/2009	Tax Returns
ALLY_0390037		GMAC, LLC- Return of Partnership Income ending 2008	Tax Returns
Cash Management Motion	16	Debtors' Motion For Order Under Bankruptcy Code Sections 105(A), 345, 363, 364, And 503(B)(1) And Bankruptcy Rules 6003 And 6004 Authorizing (I) Continued Use Of Cash Management Services And Practices, (II) Continued Use Of Existing Bank Accounts, Checks, And Business Forms, (III) Implementation Of Modified Cash Management Procedures, (IV) Interim Waiver Of The Investment And Deposit Requirements Of Bankruptcy Code Section 345, (V) Debtors To Honor Specified Outstanding Prepetition Payment Obligations, (VI) Continuation Of Intercompany Transactions, Including Intercompany Transactions With Future Debtors, And Granting Administrative Expense Status To Intercompany Claims, And (VII) Scheduling A Final Hearing On The Relief Requested	Bankruptcy Filings & Background Information
Complaint To Determine Extent Of Liens	3592	Complaint To Determine Extent Of Liens And For Declaratory Judgment	Bankruptcy Filings & Background Information
Disclosure Statement	4157	Disclosure Statement For The Joint Chapter 11 Plan Proposed By Residential Capital, Lilac, Et Al. And The Official Committee Of Unsecured Creditors	Bankruptcy Filings & Background Information
Revised Disclosure Statement	4733	Revised Disclosure Statement	Bankruptcy Filings & Background Information
Doc Requests			Other

Bates # / File Name	Docket #	Document Description	Category
Document Requests to Debtors (4822-9311-1317-3)			Other
Document Requests to Debtors (4822-9311-1317-3) ZC			Other
DT000673			Other
DT002796			Other
DT003621			Other
DT005538			Other
EXAM00107022		ResCap-RAHI Intercompany Advance Agreement as of 6/1/09	Legal
EXAM00107030		Homecomings-RFC A&R Intercompany Agreement as of 6/30/06	Legal
EXAM00107037		ResCap Restated Loan Agreement as of 1/1/2006	Legal
EXAM00107300		Passive Asset Transactions Intercompany Advance Agreement as of 6/1/09	Legal
EXAM00122166		Audited Consolidated Financial Statements of Homecomings Financial, LLC as of 12/31/2008	Internal & External Financial Statements
EXAM00123277		Audited Financial Statements of Residential Funding Company, LLC as of 12/31/2010	Internal & External Financial Statements
EXAM00124670		Audited Financial Statements of Residential Funding Company, LLC as of 12/31/2009	Internal & External Financial Statements
EXAM00124988		Audited Financial Statements of Residential Funding Company, LLC as of 12/31/2008	Internal & External Financial Statements
EXAM00125159		Audited Financial Statements of Residential Funding Company, LLC as of 12/31/2007	Internal & External Financial Statements
EXAM00125452		Audited Financial Statements of Residential Funding Company, LLC as of 12/31/2006	Internal & External Financial Statements
EXAM00125738		Audited Consolidated Financial Statements of Homecomings Financial Network, Inc. as of 12/31/2005	Internal & External Financial Statements
EXAM00125930		Audited Consolidated Financial Statements of Homecomings Financial Network, Inc. as of 12/31/2004	Internal & External Financial Statements
EXAM00135471		Audited Consolidated Financial Statements of Homecomings Financial, LLC as of 12/31/2006	Internal & External Financial Statements
EXAM00229659			Other
EXAM00231095		Consolidated Trial Balance for 12/31/2008	Internal & External Financial Statements
EXAM00231096			Other
EXAM00231097		Resi Trial Balance for 12/31/2008	Internal & External Financial Statements
EXAM00231098		RFC Trial Balance for 12/31/2008	Internal & External Financial Statements
EXAM00231099			Other
EXAM00231100		Parent Trial Balance for 12/31/2008	Internal & External Financial Statements
EXAM00231101		Consolidated Trial Balance for 12/31/2011	Internal & External Financial Statements
EXAM00231102		Resi Trial Balance for 12/31/2011	Internal & External Financial Statements
EXAM00231103		Parent Trial Balance for 12/31/2011	Internal & External Financial Statements
EXAM00231104		RFC Trial Balance for 12/31/2011	Internal & External Financial Statements
EXAM00231105		Resi Trial Balance for 12/31/2010	Internal & External Financial Statements
EXAM00231106		RFC Trial Balance for 12/31/2010	Internal & External Financial Statements
EXAM00231107		Consolidated Trial Balance for 12/31/2010	Internal & External Financial Statements
EXAM00231108		Parent Trial Balance for 12/31/2010	Internal & External Financial Statements
EXAM00231109		RFC Trial Balance for 12/31/2009	Internal & External Financial Statements
EXAM00231110		Parent Trial Balance for 12/31/2009	Internal & External Financial Statements
EXAM00231111		Resi Trial Balance for 12/31/2009	Internal & External Financial Statements
EXAM00231112			Other
EXAM00231113		Consolidated Trial Balance for 12/31/2009	Internal & External Financial Statements
EXAM00268011		ResCap Debt Forgiveness Schedule 1/1/2008 - 5/13/2013	Internal & External Financial Statements
EXAM00345894		Draft - Debtors' Intercompany & Debt Forgiveness Presentation, 4/4/2013	Bankruptcy Filings & Background Information
EXAM10115822			Other
EXAM101158361637631			Other
EXAM10115846		From: Todd Block, to Tom Marano, Email on use of cash collateral, 2/4/2009	Email and Memo Communications
EXAM10115851			Other
EXAM10115885			Other
EXAM1015266			Other
EXAM10199064		ResCap Board of Directors Meeting - ResCap Review, 9/26/2007	Bankruptcy Filings & Background Information

Bates # / File Name	Docket #	Document Description	Category
EXAM10362088		Debt Forgiveness Procedures	Email and Memo Communications
EXAM10362090		Debt Forgiveness Procedures	Bankruptcy Filings & Background Information
EXAM104432252513821			Other
EXAM10443226			Other
EXAM104907501706861			Other
EXAM10509272		Cash Management System Work Plan	Internal & External Financial Statements
EXAM11144172			Other
EXAM11144174			Other
EXAM11148007			Other
EXAM11148024		From: Tammy Hamzehpour, to Tom Marano & James Young, Intercompany debt forgiveness email, 3/22/2010	Email and Memo Communications
EXAM11150308			Other
EXAM11150309			Other
EXAM11150310			Other
EXAM11195215			Other
EXAM11195581		From: James Young, To: Jill Horner, Intercompany balance increases, 11/17/2010	Email and Memo Communications
EXAM11195706		From: James Young, To: Cathy Dondzila, Forgiven borrowings email, 4/20/2010	Email and Memo Communications
EXAM111959421431997			Other
EXAM11196051		From: James Young, To: Jill Horner, Debt forgiven email, 10/20/2010	Email and Memo Communications
EXAM11316929		From: James Young, To: Jim Jones and Tammy H, ResCap Debt Forgiveness to RFC - Subsidiary Capital need, 3/20/2008	Email and Memo Communications
EXAM11316941			Other
EXAM12263417		Note Issuance Facility Deed: Viaduct No. 7 as SPE, ResCap as Note Purchaser	Legal
EXAM12263518		From: Mark Renzi, 2013-04-23 Intercompany and OID Discussion	Email and Memo Communications
EXAM12431943		From: Cathy Dondzila, To: Dina Shapiro, Net Worth covenants email, 6/26/2009	Email and Memo Communications
EXAM20118572			Other
EXAM20118573			Other
EXAM20144871			Other
EXAM30006774		Report of Examination of GMAC Mortgage, LLC, as of 12/31/2009	Legal
PWC_001_1_00000021		Sarbanes Oxley, Mega Process: Cash Management, Sub-process: Bank Administration (Revised 8/19/2008)	Other
PWC_001_1_00000023		Sarbanes Oxley, Mega Process: Cash Management, Sub-process: Bank Administration (Revised 8/6/2009)	Other
PWC_001_1_00000053		Sarbanes Oxley, Mega Process: Cash Management, Sub-Process: Funds Transfer Process - Quantum (Revised 8/26/2008)	Other
PWC_001_1_00000056		Test Inter-company Elimination of Cash	Other
PWC_001_1_00000080		Sarbanes Oxley, Mega Process: Cash Management, Sub-process: Funds Transfer Process - WebSeries (Revised 8/19/2008)	Other
PWC_001_1_00000129		Sarbanes Oxley, Mega Process: Cash Management, Sub-process: Funds Transfer Process - WebSeries (Revised 10/28/2009)	Other
PWC_001_1_00000154		Sarbanes Oxley Mega Process: Cash Management Sub-process: ResCap Funds Transfer Process – Quantum	Email and Memo Communications
PWC00000056			Other
PWC00690			Other
PWC07231			Other
PWC07321		Description of Intercompany or Related-Party Transactions	Internal & External Financial Statements
PWC07709			Other
PWC07746			Other
PWC07810			Other
PWC07818		Trial balance detail on IC, Dec. 2007	Internal & External Financial Statements
PWC07820		Trial balance detail on IC, Dec. 2007	Internal & External Financial Statements
PWC07842		Trial balance detail on GMAC Mortgage Group IC, Dec. 2008	Internal & External Financial Statements
PWC07893			Other
PWC07895			Other

Bates # / File Name	Docket #	Document Description	Category
PWC08278		Memo from Tax Team/McLean to Files/McLean re: ResCap LLC Conversion	Email and Memo Communications
PWC08437		Spreadsheet re: Flume, Warehouse Lending, GMAC LOC	Other
PWC08576		Spreadsheet re: Transactions Descriptions between Entities	Other
PWC07079			Other
PWC07082			Other
PWC07083			Other
PWC07084			Other
PWC07088			Other
PWC07093			Other
PWC07096			Other
PWC07097			Other
PWC07106			Other
PWC07108			Other
PWC07109			Other
PWC07110			Other
PWC07123			Other
PWC07126			Other
PWC07127			Other
PWC07128			Other
PWC07129			Other
PWC07132			Other
PWC07142			Other
PWC07150			Other
PWC07156			Other
PWC07159			Other
PWC07160			Other
PWC07161			Other
PWC07164			Other
PWC07165			Other
PWC07167			Other
PWC07168			Other
PWC07169			Other
PWC07170			Other
PWC07171			Other
PWC07172			Other
PWC07176			Other
PWC07178			Other
PWC07191			Other
PWC07204			Other
PWC07207			Other
PWC07211			Other
PWC07214			Other
PWC07219			Other
PWC07220			Other
PWC07222			Other
PWC07223			Other
PWC07224			Other
PWC07228			Other

Bates # / File Name	Docket #	Document Description	Category
PWC07231			Other
PWC07232			Other
PWC07233			Other
PWC07234			Other
PWC07235			Other
PWC07261			Other
PWC07263			Other
PWC07265			Other
PWC07267			Other
PWC07272			Other
PWC07273			Other
PWC07281			Other
PWC07282			Other
PWC07291			Other
PWC07297			Other
PWC07301			Other
PWC07306			Other
PWC07308			Other
PWC07310			Other
PWC07311			Other
PWC07314			Other
PWC07410			Other
PWC07414			Other
PWC07417			Other
PWC07421			Other
PWC07422			Other
PWC07423			Other
PWC07426			Other
PWC07444			Other
PWC07451			Other
PWC07452			Other
PWC07453			Other
PWC07454			Other
PWC07455			Other
PWC07479			Other
PWC07529			Other
PWC07534			Other
PWC07535			Other
PWC07536			Other
PWC07537			Other
PWC07540			Other
PWC07543			Other
PWC07546			Other
PWC07549			Other
PWC07552			Other
PWC07555			Other
PWC07558			Other
PWC07563			Other

Bates # / File Name	Docket #	Document Description	Category
PWC07691			Other
PWC07692			Other
PWC07693			Other
PWC07694			Other
PWC07697			Other
PWC07703			Other
PWC07709			Other
PWC07710			Other
PWC07736			Other
PWC07745			Other
PWC07746			Other
PWC07747			Other
PWC07751			Other
PWC07752			Other
PWC07754			Other
PWC07755			Other
PWC07756			Other
PWC07757			Other
PWC07758			Other
PWC07759			Other
PWC07761			Other
PWC07766			Other
PWC07780			Other
PWC07794			Other
PWC07802			Other
PWC07803			Other
PWC07805			Other
PWC07807			Other
PWC07809			Other
PWC07814			Other
PWC07818			Other
PWC07819			Other
PWC07820			Other
PWC07821			Other
PWC07822			Other
PWC07823			Other
PWC07827			Other
PWC07828			Other
PWC07829			Other
PWC07830			Other
PWC07831			Other
PWC07832			Other
PWC07833			Other
PWC07834			Other
PWC07839			Other
PWC07841			Other
PWC07842			Other
PWC07843			Other

Bates # / File Name	Docket #	Document Description	Category
PWC07846			Other
PWC07849			Other
PWC07850			Other
PWC07851			Other
PWC07852			Other
PWC07853			Other
PWC07888			Other
PWC08305			Other
PWC08309			Other
PWC09029			Other
PWC09031			Other
PWC09035			Other
RC00034684		Audited Consolidated Financial Statements of Homecomings Financial, LLC as of 12/31/2007	Internal & External Financial Statements
RC40000001		Accounting Policy 1005 Creation, Approval, and Maintenance of Accounting Policies	Other
RC40000010			Other
RC40000035		Accounting Policy 1020 Financial Guarantees	Other
RC40000056		Accounting Policy 1025 Accounting Changes and Error Corrections	Other
RC40000082		Ally Accounting Policy 1030: Offsetting And Netting	Internal & External Financial Statements
RC40000099		Accounting Policy 1035 General Contingencies	Other
RC40000118		Ally Accounting Policy 1040: Intercompany Accounting	Internal & External Financial Statements
RC40000138			Other
RC40000173			Other
RC40000202		Accounting Policy 1060 Fair Value Measurement	Other
RC40000254		Accounting Policy 1065 The Fair Value Option	Other
RC40000275			Other
RC40000342		Ally Accounting Policy 1075: Related Party	Internal & External Financial Statements
RC40000361			Other
RC40000403			Other
RC40000421			Other
RC40000439		Accounting Policy 1205 Subsequent Events	Other
RC40000450		Accounting Policy 2055 Cash and Cash Equivalents	Other
RC40000462		Accounting Policy 2105 Retained Interests	Other
RC40000498			Other
RC40000536		Ally Accounting Policy 2115: Cost, Equity Method, And Consolidation Accounting	Internal & External Financial Statements
RC40000585			Other
RC40000608		Accounting Policy 2220 Loan and Lease Charge-Offs	Other
RC40000620		Global Nonaccrual Loans Policy: Accounting Policy 2255	Other
RC40000640		Accounting Policy 2260 Lending & Finance Receivables	Other
RC40000660		Accounting Policy 2270 Loan Modifications and Troubled Debt Restructurings	Other
RC40000689		Accounting Policy 2275 Purchased Distressed Loans & Securities	Other
RC40000718			Other
RC40000763		Global Allowance for Credit Losses Policy: Accounting Policy 2305	Other
RC40000790		Accounting Policy 2315 Reverse for Assets Sold with Recourse	Other
RC40000802		Accounting Policy 2451 Mortgage Servicing Rights	Other
RC40000823		Accounting Policy 2601 Fixed Assets	Other
RC40000839		Accounting Policy 2602 Software & Development Cost	Other
RC40000857		Accounting Policy 2650 Repossessed and Foreclosed Assets and Other Real Estate Owned	Other
RC40000876		Accounting Policy 2715 Goodwill	Other

Bates # / File Name	Docket #	Document Description	Category
RC4000900		Accounting Policy 2725 Intangible Assets	Other
RC4000916			Other
RC4000936		Accounting Policy 2740 Loan Premiums, Discounts, and Deferred Fees or Costs	Other
RC4000953			Other
RC40001003		Accounting Policy 2905 Impairment of Long-Lived Assets (To be Held and Used)	Other
RC40001021			Other
RC40001043		Accounting Policy 4105 Preferred Stock	Other
RC40001058		Accounting Policy 5205 Insurance Accounting and Reporting	Other
RC40001092		Accounting Policy 5305 Advertising and Marketing	Other
RC40001105		Ally Accounting Policy 3055: Debt	Internal & External Financial Statements
RC40001136			Other
RC40001150		Accounting Policy 3310 Costs Associated with Exit or Disposal Activities	Other
RC40001174		Accounting Policy 3315 Employee Benefit Plans	Other
RC40001204		Accounting Policy 3320 Share Based Compensation	Other
RC40001269		Accounting Policy 3325 Accounting for Uncertain Tax Positions	Other
RC40001284		Accounting Policy 3330 Accounting for Income Taxes	Other
RC40001301		Accounting Policy 3405 Deposit Liabilities	Other
RC40001322		Accounting Policy 7105 Regulatory Capital	Other
RC40001369		Accounting Policy 7205 Average Daily Balance Policy	Other
RC40006523		Written Consent of the Executive Committee of ResCap, LLC for the Proposed Capital Infusion for GMAC-RFC Australia 3/31/2009	Legal
RC40006568		Debt Forgiveness from GMAC Residential Holding Company to GMAC Mortgage	Email and Memo Communications
RC40008678			Other
RCCUCCJSN20051023			Other
RCJSNII00003298		Intercompany Balances for February [Year Unknown]	Internal & External Financial Statements
RCJSNII00003299		Intercompany Balances for April and May [Year Unknown]	Internal & External Financial Statements
RCJSNII00003300		ResCap Consolidated - Intercompany Balances for period ending 1/31/2011	Internal & External Financial Statements
RCJSNII00003301		GMAC Mortgage Ops - External Reporting - Intercompany Accounts 1/31/2011	Internal & External Financial Statements
RCJSNII00003304		GMAC Mortgage Ops - External Reporting - Intercompany Accounts 2/28/2011	Internal & External Financial Statements
RCJSNII00003307		GMAC Mortgage Ops - External Reporting - Intercompany Accounts 3/31/2011	Internal & External Financial Statements
RCJSNII00003311		GMAC Mortgage Ops - External Reporting - Intercompany Accounts 4/30/2011	Internal & External Financial Statements
RCJSNII00003318		GMAC Mortgage Ops - External Reporting - Intercompany Accounts 6/30/11	Internal & External Financial Statements
RCJSNII00003322		GMAC Mortgage Ops - External Reporting - Intercompany Accounts 7/31/11	Internal & External Financial Statements
RCJSNII00003325		ResCap Consolidated - Intercompany Balances for period ending 8/31/2011	Internal & External Financial Statements
RCJSNII00003326		GMAC Mortgage Ops - External Reporting - Intercompany Accounts 8/31/2011	Internal & External Financial Statements
RCJSNII00003330		GMAC Mortgage Ops - External Reporting - Intercompany Accounts 9/30/2011	Internal & External Financial Statements
RCJSNII00003334		GMAC Mortgage Ops - External Reporting - Intercompany Accounts 10/31/2011	Internal & External Financial Statements
RCJSNII00003337		GMAC Mortgage Ops - External Reporting - Intercompany Accounts 11/30/2011	Internal & External Financial Statements
RCJSNII00003340		ResCap Intercompany Certification Document	Other
RCJSNII00003344		ResCap Intercompany Inventory Certification - 12/31/2011	Bankruptcy Filings & Background Information
RCJSNII00003350		ResCap Intercompany Inventory Certification - 12/31/2011	Bankruptcy Filings & Background Information
RCJSNII00003355		GMAC Mortgage Ops - External Reporting - Intercompany Accounts 12/31/2011	Internal & External Financial Statements
RCJSNII00003359		Intercompany Balances for April May and June [Year Unknown]	Internal & External Financial Statements
RCJSNII00003360		Intercompany Balances - ResCap, GMAC, RFC - 9/30/2012	Internal & External Financial Statements
RCJSNII00003361		Intercompany Balances - ResCap, GMAC, RFC - 7/31/2012	Internal & External Financial Statements
RCJSNII00003362		ResCap - Consolidated Intercompany Balance Information at 5/13/2012	Internal & External Financial Statements
RCJSNII00003363		Intercompany Balance - GMAC and ResCap at 1/31/2009	Internal & External Financial Statements
RCJSNII00003370		Intercompany Balance - GMAC, RFC and ResCap at 1/31/2009	Internal & External Financial Statements
RCJSNII00003371		Intercompany Balance - GMAC, RFC and ResCap at 1/31/2009	Internal & External Financial Statements

Bates # / File Name	Docket #	Document Description	Category
RCJSNII00003372		Intercompany Balance - GMAC, RFC and ResCap at 1/31/2009	Internal & External Financial Statements
RCJSNII00003374		Intercompany Balance - GMAC, RFC and ResCap at 1/31/2009	Internal & External Financial Statements
RCJSNII00003376		Consolidated Intercompany Balance Information at 1/31/2009	Internal & External Financial Statements
RCJSNII00003377		Intercompany Balance details for GMAC including Collateral Silo Info - at 1/31/2009	Internal & External Financial Statements
RCJSNII00003379		Intercompany Balance - GMAC, RFC and ResCap at 2/28/2009	Internal & External Financial Statements
RCJSNII00003381		Intercompany Balance details for GMAC including Collateral Silo Info - at 2/28/2009	Internal & External Financial Statements
RCJSNII00003384		Intercompany Balance - GMAC and ResCap at 2/28/2009	Internal & External Financial Statements
RCJSNII00003387		Intercompany Balance - GMAC, RFC and ResCap at 3/31/2009	Internal & External Financial Statements
RCJSNII00003389		ResCap - Consolidated Intercompany Balance Information at 3/31/2009	Internal & External Financial Statements
RCJSNII00003390		ResCap - Consolidated Intercompany Balance Information at 3/31/2009	Internal & External Financial Statements
RCJSNII00003392		Intercompany Balance details for GMAC including Collateral Silo Info - at 3/31/2009	Internal & External Financial Statements
RCJSNII00003393		Intercompany Balance -RFC - 3/31/2009	Internal & External Financial Statements
RCJSNII00003396		Intercompany Balance -GMAC, Resi, RFC - 3/31/2009	Internal & External Financial Statements
RCJSNII00003399		ResCap - Consolidated Intercompany Balance Information at 4/30/2009	Internal & External Financial Statements
RCJSNII00003400		Intercompany Balance -RFC - 4/30/2009	Internal & External Financial Statements
RCJSNII00003401		Intercompany Balance -GMAC, ResMor, RFC - 4/30/2009	Internal & External Financial Statements
RCJSNII00003402			Other
RCJSNII00003403			Other
RCJSNII00003404		Intercompany Balance -RFC, Resi - 4/30/2009	Internal & External Financial Statements
RCJSNII00003405		Intercompany Balance -RFC Corp - 4/30/2009	Internal & External Financial Statements
RCJSNII00003406		Intercompany Balance -RFC - 4/30/2009	Internal & External Financial Statements
RCJSNII00003407			Other
RCJSNII00003408		Intercompany Balance -GMAC, ResCap, RFC - 4/30/2009	Internal & External Financial Statements
RCJSNII00003409		Intercompany Balance -GMAC, ResCap, RFC - 4/30/2009	Internal & External Financial Statements
RCJSNII00003410		Intercompany Balance -RFC, Resi - 4/30/2009	Internal & External Financial Statements
RCJSNII00003411		ResCap - Consolidated Intercompany Balance Information at 5/31/2009	Internal & External Financial Statements
RCJSNII00003412		Intercompany Balance -GMAC, ResMor, RFC - 5/31/2009	Internal & External Financial Statements
RCJSNII00003413		Intercompany Balance -GMAC, ResMor, RFC - 5/31/2009	Internal & External Financial Statements
RCJSNII00003414		Intercompany Balance -GMAC, ResMor, RFC - 5/31/2009	Internal & External Financial Statements
RCJSNII00003415			Other
RCJSNII00003416		Intercompany Balance - RFC, Resi - 5/31/2009	Internal & External Financial Statements
RCJSNII00003417		Intercompany Balance - GMAC, RFC Corp, Resi - 5/31/2009	Internal & External Financial Statements
RCJSNII00003418			Other
RCJSNII00003419		Intercompany Balance - RFC, ResMor, Resi - 5/31/2009	Internal & External Financial Statements
RCJSNII00003420		Intercompany Balance - RFC, Resi - 5/31/2009	Internal & External Financial Statements
RCJSNII00003421		Intercompany Balance - RFC, ResMor, Resi - 5/31/2009	Internal & External Financial Statements
RCJSNII00003422		Intercompany Balance - RFC, ResMor, Resi - 6/30/2009	Internal & External Financial Statements
RCJSNII00003423		ResCap - Consolidated Intercompany Balance Information at 6/30/2009	Internal & External Financial Statements
RCJSNII00003424		ResCap - Consolidated Intercompany Balance Information at 6/30/2009	Internal & External Financial Statements
RCJSNII00003425			Other
RCJSNII00003426		Intercompany Balance - GMAC, Resi - 6/30/2009	Internal & External Financial Statements
RCJSNII00003427		Intercompany Balance - GMAC, Resi - 6/30/2009	Internal & External Financial Statements
RCJSNII00003428		Intercompany Balance -GMAC, ResMor, RFC - 6/30/2009	Internal & External Financial Statements
RCJSNII00003429		Intercompany Balance - RFC, ResMor, Resi - 6/30/2009	Internal & External Financial Statements
RCJSNII00003430		Intercompany Balance - RFC, ResMor, Resi - 6/30/2009	Internal & External Financial Statements
RCJSNII00003431		Intercompany Balance - RFC, Resi - 6/30/2009	Internal & External Financial Statements
RCJSNII00003432		Intercompany Balance -GMAC, ResMor, RFC - 7/31/2009	Internal & External Financial Statements
RCJSNII00003433		ResCap - Consolidated Intercompany Balance Information at 7/31/2009	Internal & External Financial Statements

Bates # / File Name	Docket #	Document Description	Category
RCJSNII00003434		ResCap - Consolidated Intercompany Balance Information at 7/31/2009	Internal & External Financial Statements
RCJSNII00003435		Intercompany Balance - GMAC, RFC, ResMor, Resi - 7/31/2009	Internal & External Financial Statements
RCJSNII00003436		Intercompany Balance - RFC, Resi - 7/31/2009	Internal & External Financial Statements
RCJSNII00003437		Intercompany Balance - RFC, Resi - 7/31/2009	Internal & External Financial Statements
RCJSNII00003438		Intercompany Balance - GMAC, RFC, ResMor, Resi - 7/31/2009	Internal & External Financial Statements
RCJSNII00003439		Intercompany Balance - GMAC, RFC, ResMor, Resi - 7/31/2009	Internal & External Financial Statements
RCJSNII00003440			Other
RCJSNII00003441			Other
RCJSNII00003442		Intercompany Balance - Resi, RFC - 7/31/2009	Internal & External Financial Statements
RCJSNII00003444		Intercompany Balance - GMAC, RFC, ResMor, Resi - 7/31/2009	Internal & External Financial Statements
RCJSNII00003445		Intercompany Balance - GMAC, RFC, ResMor, Resi - 8/31/2009	Internal & External Financial Statements
RCJSNII00003446		ResCap - Consolidated Intercompany Balance Information at 8/31/2009	Internal & External Financial Statements
RCJSNII00003447		ResCap - Consolidated Intercompany Balance Information at 8/31/2009	Internal & External Financial Statements
RCJSNII00003448		Intercompany Balance - GMAC, RFC, ResMor, Resi - 8/31/2009	Internal & External Financial Statements
RCJSNII00003449			Other
RCJSNII00003450		Intercompany Balance - RFC, Resi - 8/31/2009	Internal & External Financial Statements
RCJSNII00003451		Intercompany Balance - RFC, Resi - 8/31/2009	Internal & External Financial Statements
RCJSNII00003452		Intercompany Balance - GMAC, RFC, ResMor, Resi - 8/31/2009	Internal & External Financial Statements
RCJSNII00003453		Intercompany Balance - GMAC, RFC, ResMor, Resi - 8/31/2009	Internal & External Financial Statements
RCJSNII00003454		Intercompany Balance - GMAC, RFC, ResMor, Resi - 8/31/2009	Internal & External Financial Statements
RCJSNII00003455		Intercompany Balance - GMAC, RFC, ResMor, Resi - 8/31/2009	Internal & External Financial Statements
RCJSNII00003456		Intercompany Balance - RFC, Resi - 8/31/2009	Internal & External Financial Statements
RCJSNII00003457		Intercompany Balance - GMAC, RFC, ResMor, Resi - 8/31/2009	Internal & External Financial Statements
RCJSNII00003458		Intercompany Balance - GMAC, RFC, ResMor, Resi - 8/31/2009	Internal & External Financial Statements
RCJSNII00003459		Intercompany Balance - GMAC, RFC, ResMor, Resi - 9/30/2009	Internal & External Financial Statements
RCJSNII00003460		Intercompany Balance - GMAC, RFC, ResMor, Resi - 9/30/2009	Internal & External Financial Statements
RCJSNII00003461		ResCap - Consolidated Intercompany Balance Information at 9/30/2009	Internal & External Financial Statements
RCJSNII00003462		ResCap - Consolidated Intercompany Balance Information at 9/30/2009	Internal & External Financial Statements
RCJSNII00003463		Intercompany Balance - GMAC, RFC, ResMor, Resi - 9/30/2009	Internal & External Financial Statements
RCJSNII00003464			Other
RCJSNII00003465		Intercompany Balance - RFC, Resi - 9/30/2009	Internal & External Financial Statements
RCJSNII00003466		Intercompany Balance - GMAC, RFC, ResMor, Resi - 9/30/2009	Internal & External Financial Statements
RCJSNII00003467		Intercompany Balance - RFC Corp. - 9/30/2009	Internal & External Financial Statements
RCJSNII00003468		Intercompany Balance - GMAC, RFC, ResMor, Resi - 9/30/2009	Internal & External Financial Statements
RCJSNII00003469		Intercompany Balance - RFC, Resi - 9/30/2009	Internal & External Financial Statements
RCJSNII00003470		Intercompany Balance - GMAC, RFC, ResMor, Resi - 9/30/2009	Internal & External Financial Statements
RCJSNII00003471		Intercompany Balance - GMAC, RFC, ResMor, Resi - 9/30/2009	Internal & External Financial Statements
RCJSNII00003472		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 10/31/2009	Internal & External Financial Statements
RCJSNII00003473		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 10/31/2009	Internal & External Financial Statements
RCJSNII00003474		ResCap - Consolidated Intercompany Balance Information at 10/31/2009	Internal & External Financial Statements
RCJSNII00003475		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 10/31/2009	Internal & External Financial Statements
RCJSNII00003476			Other
RCJSNII00003477		Intercompany Balance - RFC Corp. - 10/31/2009	Internal & External Financial Statements
RCJSNII00003478		Intercompany Balance - RFC, Resi - 10/31/2009	Internal & External Financial Statements
RCJSNII00003479			Other
RCJSNII00003480		Intercompany Balance - RFC Corp. - 10/31/2009	Internal & External Financial Statements
RCJSNII00003481		ResCap - Intercompany Out of Balance Condition - 10/2009 Month-End Status	Internal & External Financial Statements
RCJSNII00003482		Intercompany Balance - RFC, Resi - 10/31/2009	Internal & External Financial Statements

Bates # / File Name	Docket #	Document Description	Category
RCJSNII00003483		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 11/30/2009	Internal & External Financial Statements
RCJSNII00003484		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 11/30/2009	Internal & External Financial Statements
RCJSNII00003485		ResCap - Consolidated Intercompany Balance Information at 11/30/2009	Internal & External Financial Statements
RCJSNII00003486		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 11/30/2009	Internal & External Financial Statements
RCJSNII00003487			Other
RCJSNII00003488		Intercompany Balance - RFC, Resi - 11/30/2009	Internal & External Financial Statements
RCJSNII00003489		Intercompany Balance - RFC, Resi - 11/30/2009	Internal & External Financial Statements
RCJSNII00003490		Intercompany Balance - GMAC, RFC, ResMor, Resi - 11/30/2009	Internal & External Financial Statements
RCJSNII00003491		Intercompany Balance - RFC Corp. - 11/30/2009	Internal & External Financial Statements
RCJSNII00003492			Other
RCJSNII00003493		ResCap - Intercompany Out of Balance Condition - 11/2009 Month-End Status	Internal & External Financial Statements
RCJSNII00003494		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 11/30/2009	Internal & External Financial Statements
RCJSNII00003495		Intercompany Balance - RFC Corp. - 11/30/2009	Internal & External Financial Statements
RCJSNII00003496		Intercompany Balance - RFC, Resi - 11/30/2009	Internal & External Financial Statements
RCJSNII00003497		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 12/31/2009	Internal & External Financial Statements
RCJSNII00003499		ResCap - Consolidated Intercompany Balance Information at 12/31/2009	Internal & External Financial Statements
RCJSNII00003506		ResCap - Intercompany Out of Balance Condition - 12/2009 Month-End Status	Internal & External Financial Statements
RCJSNII00003507		Intercompany Balance - RFC, Resi - 12/31/2009	Internal & External Financial Statements
RCJSNII00003508		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 12/31/2009	Internal & External Financial Statements
RCJSNII00003509		Intercompany Balance - RFC Corp. - 12/31/2009	Internal & External Financial Statements
RCJSNII00003510		Intercompany Balances and Trial Balances as of January 31, 2013	Internal & External Financial Statements
RCJSNII00003511		Intercompany Balances w/ GL Account Numbers [Period Unknown]	Internal & External Financial Statements
RCJSNII00003512		ResCap - Consolidated Intercompany Balance Information at 6/30/2012	Internal & External Financial Statements
RCJSNII00003513		ResCap - Consolidated Intercompany Balance Information at 5/31/2012	Internal & External Financial Statements
RCJSNII00003514		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 1/31/2010	Internal & External Financial Statements
RCJSNII00003515			Other
RCJSNII00003516		Intercompany Balance - RFC Corp. - 1/31/2010	Internal & External Financial Statements
RCJSNII00003517		ResCap - Intercompany Out of Balance Condition - 01/2010 Month-End Status	Internal & External Financial Statements
RCJSNII00003518		Intercompany Balance - RFC, Resi - 1/31/2010	Internal & External Financial Statements
RCJSNII00003519		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 1/31/2010	Internal & External Financial Statements
RCJSNII00003521		Intercompany Balance - RFC Corp. - 2/28/2010	Internal & External Financial Statements
RCJSNII00003522		ResCap - Intercompany Out of Balance Condition - 02/2010 Month-End Status	Internal & External Financial Statements
RCJSNII00003523		Intercompany Balance - RFC, Resi - 2/28/2010	Internal & External Financial Statements
RCJSNII00003524		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 2/28/2010	Internal & External Financial Statements
RCJSNII00003525		Intercompany Balance - RFC, Resi - 2/28/2010	Internal & External Financial Statements
RCJSNII00003526		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 3/31/2010	Internal & External Financial Statements
RCJSNII00003527		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 3/31/2010	Internal & External Financial Statements
RCJSNII00003528		Intercompany Balance - RFC Corp. - 3/31/2010	Internal & External Financial Statements
RCJSNII00003529		ResCap - Intercompany Out of Balance Condition - 03/2010 Month-End Status	Internal & External Financial Statements
RCJSNII00003530		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 3/31/2010	Internal & External Financial Statements
RCJSNII00003531		Intercompany Balance - RFC, Resi - 4/30/2010	Internal & External Financial Statements
RCJSNII00003532		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 4/30/2010	Internal & External Financial Statements
RCJSNII00003533		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 4/30/2010	Internal & External Financial Statements
RCJSNII00003534		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 4/30/2010	Internal & External Financial Statements
RCJSNII00003535		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 4/30/2010	Internal & External Financial Statements
RCJSNII00003536		Intercompany Balance - RFC Corp. - 5/31/2010	Internal & External Financial Statements
RCJSNII00003537		ResCap - Intercompany Out of Balance Condition - 04/2010 Month-End Status	Internal & External Financial Statements
RCJSNII00003538		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 5/31/2010	Internal & External Financial Statements

Bates # / File Name	Docket #	Document Description	Category
RCJSNII00003539		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 5/31/2010	Internal & External Financial Statements
RCJSNII00003540		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 5/31/2010	Internal & External Financial Statements
RCJSNII00003541		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 5/31/2010	Internal & External Financial Statements
RCJSNII00003542		ResCap - Intercompany Out of Balance Condition - 05/2010 Month-End Status	Internal & External Financial Statements
RCJSNII00003543		Intercompany Balance - Resi - 5/31/2010	Internal & External Financial Statements
RCJSNII00003544		Intercompany Balance - RFC, Resi - 5/31/2010	Internal & External Financial Statements
RCJSNII00003545		Intercompany Balance - RFC Corp. - 5/31/2010	Internal & External Financial Statements
RCJSNII00003546		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 5/31/2010	Internal & External Financial Statements
RCJSNII00003547		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 5/31/2010	Internal & External Financial Statements
RCJSNII00003548		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 5/31/2010	Internal & External Financial Statements
RCJSNII00003549		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 5/31/2010	Internal & External Financial Statements
RCJSNII00003550		ResCap - Intercompany Out of Balance Condition - 06/2010 Month-End Status	Internal & External Financial Statements
RCJSNII00003551		Intercompany Balance - Resi - 5/31/2010	Internal & External Financial Statements
RCJSNII00003552		Intercompany Balance - RFC, Resi, ResMor, Ally Bank - 5/31/2010	Internal & External Financial Statements
RCJSNII00003553		GL Trial Balance - Intercompany Accounts 7/31/2010	Internal & External Financial Statements
RCJSNII00003555		GL Trial Balance - Intercompany Accounts 8/31/2010	Internal & External Financial Statements
RCJSNII00003556		GL Trial Balance - Intercompany Accounts 9/30/2010	Internal & External Financial Statements
RCJSNII00003558		GL Trial Balance - Intercompany Accounts 10/31/2010	Internal & External Financial Statements
RCJSNII00003560		GL Trial Balance - Intercompany Accounts 11/30/2010	Internal & External Financial Statements
RCJSNII00003562		GL Trial Balance - Intercompany Accounts 12/31/2010	Internal & External Financial Statements
RCJSNII00003564		ResCap - Intercompany Out of Balance Condition - 12/2010 Month-End Status	Internal & External Financial Statements
RCJSNII00003565		Intercompany Balances/GL Account Balances - 10/31/2012	Internal & External Financial Statements
RCJSNII00003566		Intercompany Balances/GL Account Balances - 12/31/2012	Internal & External Financial Statements
RCJSNII00003567		GL Trial Balance - Intercompany Accounts 1/31/2012	Internal & External Financial Statements
RCJSNII00003569		ResCap - January 2012 Intercompany Out-of-Balance Certification	Internal & External Financial Statements
RCJSNII00003570		ResCap - February 2012 Intercompany Out-of-Balance Certification	Internal & External Financial Statements
RCJSNII00003571		Summary of I/C Account Reconciliations - ResCap at 2/29/12	Internal & External Financial Statements
RCJSNII00003572		GL Trial Balance - Intercompany Accounts 2/29/2012	Internal & External Financial Statements
RCJSNII00003573		GL Trial Balance - Intercompany Accounts 2/29/2012	Internal & External Financial Statements
RCJSNII00003575		Intercompany - asset balance difference reconciliation 2/29/12	Bankruptcy Filings & Background Information
RCJSNII00003578		ResCap Intercompany Inventory Certification - 3/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003579		GL Trial Balance - Intercompany Accounts 3/31/2012	Internal & External Financial Statements
RCJSNII00003584			Other
RCJSNII00003585		GL Trial Balance - Intercompany Accounts by Subsidiary [Period Unknown]	Internal & External Financial Statements
RCJSNII00003588		ResCap - March 2012 Intercompany Out-of-Balance Certification	Internal & External Financial Statements
RCJSNII00003589		ResCap - April 2012 Intercompany Out-of-Balance Certification	Internal & External Financial Statements
RCJSNII00003590		GL Trial Balance - Intercompany Accounts 4/30/2012	Internal & External Financial Statements
RCJSNII00003592		GL Trial Balance - Intercompany Accounts 5/31/2012	Internal & External Financial Statements
RCJSNII00003593		ResCap - May 2012 Intercompany Out-of-Balance Certification	Internal & External Financial Statements
RCJSNII00003594		GL Trial Balance - Intercompany Accounts 6/30/2012	Internal & External Financial Statements
RCJSNII00003595		ResCap - June 2012 Intercompany Out-of-Balance Certification	Internal & External Financial Statements
RCJSNII00003596		GL Trial Balance - Intercompany Accounts 7/31/2012	Internal & External Financial Statements
RCJSNII00003598		ResCap - July 2012 Intercompany Out-of-Balance Certification	Internal & External Financial Statements
RCJSNII00003599		ResCap - July 2012 Intercompany Out-of-Balance Certification	Internal & External Financial Statements
RCJSNII00003601		GL Trial Balance - Intercompany Accounts 9/30/2012	Internal & External Financial Statements
RCJSNII00003603			Other
RCJSNII00003604		GL Trial Balance - Intercompany Accounts 10/31/2012	Internal & External Financial Statements
RCJSNII00003605		ResCap - October 2012 Intercompany Out-of-Balance Certification	Internal & External Financial Statements

Bates # / File Name	Docket #	Document Description	Category
RCJSNII00003606		GL Trial Balance - Intercompany Accounts 11/30/2012	Internal & External Financial Statements
RCJSNII00003607		ResCap - November 2012 Intercompany Out-of-Balance Certification	Internal & External Financial Statements
RCJSNII00003608		ResCap Intercompany Certification - 12/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003610		ResCap - December 2012 Intercompany Out-of-Balance Certification	Internal & External Financial Statements
RCJSNII00003612		GL Trial Balance - Intercompany Accounts 12/31/2012	Internal & External Financial Statements
RCJSNII00003613		Intercompany Balances for April [Year Unknown]	Internal & External Financial Statements
RCJSNII00003624		Intercompany Balances for March [Year Unknown]	Internal & External Financial Statements
RCJSNII00003625		ResCap - Consolidated IC Balances and Debt Forgiveness Entries - 2/29/2012	Internal & External Financial Statements
RCJSNII00003626		Intercompany Account Relationships - Compliant and Non-Compliant - December 2011	Bankruptcy Filings & Background Information
RCJSNII00003627		Intercompany Balances/GL Account Balances - 8/31/2012	Internal & External Financial Statements
RCJSNII00003681		ResCap Intercompany Inventory Certification - 12/31/2011	Bankruptcy Filings & Background Information
RCJSNII00003682		ResCap Intercompany Inventory Certification - 12/31/2011	Bankruptcy Filings & Background Information
RCJSNII00003683		ResCap Intercompany Inventory Certification - 12/31/2011	Bankruptcy Filings & Background Information
RCJSNII00003684		ResCap Intercompany Inventory Certification - 12/31/2011	Bankruptcy Filings & Background Information
RCJSNII00003685		ResCap Intercompany Inventory Certification - 12/31/2011	Bankruptcy Filings & Background Information
RCJSNII00003686		ResCap Intercompany Inventory Certification - 12/31/2011	Bankruptcy Filings & Background Information
RCJSNII00003687		ResCap Intercompany Inventory Certification - 12/31/2011	Bankruptcy Filings & Background Information
RCJSNII00003688		ResCap Intercompany Inventory Certification - 12/31/2011	Bankruptcy Filings & Background Information
RCJSNII00003692		ResCap Intercompany Inventory Certification - 12/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003694		ResCap Intercompany Inventory Certification - 3/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003695		ResCap Intercompany Inventory Certification - 3/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003696		ResCap Intercompany Inventory Certification - 3/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003697		ResCap Intercompany Inventory Certification - 3/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003698		ResCap Intercompany Inventory Certification - 3/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003699		ResCap Intercompany Inventory Certification - 3/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003700		ResCap Intercompany Inventory Certification - 3/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003701		ResCap Intercompany Inventory Certification - 3/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003702		ResCap Intercompany Inventory Certification - 3/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003703		ResCap Intercompany Inventory Certification - 9/30/2012	Bankruptcy Filings & Background Information
RCJSNII00003704		ResCap Intercompany Inventory Certification - 12/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003705		ResCap Intercompany Inventory Certification - 12/31/2012	Bankruptcy Filings & Background Information
RCJSNII00003706		ResCap Intercompany Inventory Certification - 9/30/2012	Bankruptcy Filings & Background Information
RCJSNII00003707		Intercompany Balances/GL Account Balances - 11/30/2012	Internal & External Financial Statements
RCJSNII00019891		Residential Funding - Corporation Franchise Tax (Minnesota) - 2007	Tax Returns
RCJSNII00019897		Residential Funding - Corporation Franchise Tax (California) - 2007	Tax Returns
RCJSNII00019923		Homecomings - Corporation Franchise Tax (Minnesota) - 2007	Tax Returns
RCJSNII00019927		Homecomings - Corporation Franchise Tax (California) - 2007	Tax Returns
RCJSNII00019939		RFC Asset Holdings II - LLC Return of Income (California) - 2007	Tax Returns
RCJSNII00019951		Residential Funding - PA Corporate Tax Report (2007)	Tax Returns
RCJSNII00019959		Residential Funding - LLC Return of Income (California) - 2007	Tax Returns
RCJSNII00019969		Asset Management Performance Services- LLC Return of Income (California) - 2007	Tax Returns
RCJSNII00019976		LenOne - LLC Return of Income (California) - 2007	Tax Returns
RCJSNII00019986		KBOne - LLC Return of Income (California) - 2007	Tax Returns
RCJSNII00019996		GMCMTH - LLC Return of Income (California) - 2007	Tax Returns
RCJSNII00020007		GMAC Model Home Finance - PA Corporate Tax Report (2007)	Tax Returns
RCJSNII00020015		GMAC Model Home Finance - LLC Return of Income (California) - 2007	Tax Returns
RCJSNII00020028		RFC Construction Funding - LLC Return of Income (California) - 2007	Tax Returns
RCJSNII00020035		Homecomings Financial - Rhode Island Business Corporation Tax Return (2007)	Tax Returns

Bates # / File Name	Docket #	Document Description	Category
RCJSNII00020037		PA CORPORATE TAX REPORT 2007	Tax Returns
RCJSNII00020045		Homecomings Financial, LLC - NH Tax Return 2007	Tax Returns
RCJSNII00020051		State Tax Return	Tax Returns
RCJSNII00020053		State Tax Return	Tax Returns
RCJSNII00020066		State Tax Return	Tax Returns
RCJSNII00020073		State Tax Return	Tax Returns
RCJSNII00020080		State Tax Return	Tax Returns
RCJSNII00020087		RFC, LLC - RI Tax Return 2007	Tax Returns
RCJSNII00020089		RFC, LLC - PA Tax Return 2007	Tax Returns
RCJSNII00020097		RFC, LLC - NH Tax Return 2007	Tax Returns
RCJSNII00020104		RFC, LLC - CA Tax Return 2007	Tax Returns
RCJSNII00020118		RFC, LLC - AL Tax Return 2008	Tax Returns
RCJSNII00020123		RFC Resort Funding, LLC - CA Tax Return 2008	Tax Returns
RCJSNII00020129		RFC Asset Holdings II, LLC - CA Tax Return 2008	Tax Returns
RCJSNII00020139		Residential Funding USA Corporation - CA Tax Return 2008	Tax Returns
RCJSNII00020159		Residential Funding USA Corporation - MN Tax Return 2008	Tax Returns
RCJSNII00020166		Residential Funding Securities, LLC - PA Tax Return 2008	Tax Returns
RCJSNII00020174		Residential Funding Securities, LLC - CA Tax Return 2008	Tax Returns
RCJSNII00020184		Residential Funding Real Estate Holdings, LLC - CA Tax Return 2008	Tax Returns
RCJSNII00020185		KBOne, LLC - CA Tax Return 2008	Tax Returns
RCJSNII00020194		Lenone, LLC - CA Tax Return 2008	Tax Returns
RCJSNII00020200		MFC Asset, LLC - CA Tax Return 2008	Tax Returns
RCJSNII00020207		RC Properties VI, LLC - CA Tax Return 2008	Tax Returns
RCJSNII00020212		RC Properties V, LLC - CA Tax Return 2008	Tax Returns
RCJSNII00020217		Homecomings Financial, LLC - KS Franchise Tax 2008	Tax Returns
RCJSNII00020218		Homecomings Financial, LLC - NH Tax Return 2008	Tax Returns
RCJSNII00020230		Homecomings Financial, LLC - PA Tax Return 2008	Tax Returns
RCJSNII00020239		Homecomings Financial, LLC - CA Limited Liability Return of Income 2008	Tax Returns
RCJSNII00020252		Homecomings Financial, LLC - RI Tax Return 2008	Tax Returns
RCJSNII00020255		Homecomings Financial, LLC - MN Tax Return 2008	Tax Returns
RCJSNII00020261		Homecomings Financial USA Corporation - CA Tax Return 2008	Tax Returns
RCJSNII00020276		GMCMT, LLC - CA Limited Liability Return of Income 2008	Tax Returns
RCJSNII00020287		GMAC Model Home Finance, LLC - Tax Report 2008	Tax Returns
RCJSNII00020295		GMAC Model Home Finance, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020306		Equity Investments II, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020316		RFC Construction Funding, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020322		Residential Funding Company, LLC - RI Tax Return 2008	Tax Returns
RCJSNII00020325		Residential Funding Company, LLC - PA Tax Return 2008	Tax Returns
RCJSNII00020333		Residential Funding Company, LLC - NH Tax Return 2008	Tax Returns
RCJSNII00020346		Residential Funding Company, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020359		RFC Funding Company, LLC - AL Financial Institution Tax Return 2009	Tax Returns
RCJSNII00020365		Asset Management Performance Services, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020371		Residential Funding Company, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020385		RFC Funding Company, LLC - AL Financial Institution Tax Return 2010	Tax Returns
RCJSNII00020390		Residential Funding Company, LLC - NH Tax Return 2009	Tax Returns
RCJSNII00020405		Residential Funding Company, LLC - PA Corporate Tax Report 2008	Tax Returns
RCJSNII00020415		Residential Funding Company, LLC - RI Corporate Tax Report 2008	Tax Returns
RCJSNII00020418		RFC Asset Holdings II, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns

Bates # / File Name	Docket #	Document Description	Category
RCJSNII00020427		MFC Asset, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020433		Equity Investment II, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020440		Homecomings Financial, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020453		Homecomings Financial, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020465		Homecomings Financial, LLC - PA Corporate Tax Report 2008	Tax Returns
RCJSNII00020475		Homecomings Financial, LLC - RI Corporate Tax Report 2008	Tax Returns
RCJSNII00020478		RFC Construction Funding, LLC - Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020484		Asset Management Performance Services, LLC - Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020489		Residential Funding Real Estate, LLC - RI Corporate Tax Return 2009	Tax Returns
RCJSNII00020493		RC Properties V, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020499		RC Properties VI, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020505		RC Properties XVIII, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020511		Residential Funding Securities, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020520		(AMENDED) Residential Funding Securities, LLC - CA Limited Liability Company Return of Income 2008	Tax Returns
RCJSNII00020529		Residential Funding Securities, LLC - PA Corporate Tax Report 2009	Tax Returns
RCJSNII00020537		Residential Funding Securities, LLC - PA Corporate Tax Report 2008	Tax Returns
RCJSNII00020545		Residential Funding Company, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020560		Residential Funding Company, LLC - AL Excise Tax Return 2010	Tax Returns
RCJSNII00020566		Residential Funding Company, LLC - NH Business Tax Summary 2009	Tax Returns
RCJSNII00020582		Residential Funding Company, LLC - PA Corporate Tax Report 2009	Tax Returns
RCJSNII00020590		Residential Funding Company, LLC - RI Business Corporate Tax Return 2009	Tax Returns
RCJSNII00020595		RFC Asset Holdings II, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020606		MFC Asset, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020614		Equity Investments II, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020622		Homecomings Financial, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020636		Homecomings Financial, LLC - NH Business Tax Summary 2009	Tax Returns
RCJSNII00020649		Homecomings Financial, LLC - PA Corporate Tax Report 2009	Tax Returns
RCJSNII00020657		Homecomings Financial, LLC - RI Tax Return 2009	Tax Returns
RCJSNII00020662		RFC Construction Funding, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020670		Asset Management Performance Services, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020678		Residential Funding Real Estate Holdings, LLC - RI Tax Return 2009	Tax Returns
RCJSNII00020683		RC Properties V, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020689		RC Properties VI, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020697		RC Properties XVIII, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020703		RC Properties XX, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020709		Residential Funding Securities, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020715		Residential Funding Company, LLC - AL Excise Tax Return 2010	Tax Returns
RCJSNII00020722		Residential Funding Company, LLC - PA Corporate Tax Report 2009	Tax Returns
RCJSNII00020731		Residential Funding Company, LLC - RI Tax Return 2009	Tax Returns
RCJSNII00020734		RFC Asset Holdings II, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020740		MFC Asset, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020746		Equity Investments II, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020752		Homecomings Financial, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020762		Homecomings Financial, LLC - PA Corporate Tax Report 2009	Tax Returns
RCJSNII00020771		Homecomings Financial, LLC - RI Tax Return 2009	Tax Returns
RCJSNII00020774		RFC Construction Funding, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020780		Asset Management Performance Services, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns

Bates # / File Name	Docket #	Document Description	Category
RCJSNII00020785		Residential Funding Real Estate Holdings, LLC - RI Tax Return 2009	Tax Returns
RCJSNII00020788		RC Properties V, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020794		RC Properties VI, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020800		RC Properties XVIII, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020806		RC Properties XX, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020812		Residential Funding Securities, LLC - CA Limited Liability Company Return of Income 2009	Tax Returns
RCJSNII00020818		Residential Funding Securities, LLC - PA Corporate Tax Report 2009	Tax Returns
RCJSNII00020824			Other
RCJSNII00020826		Residential Funding Company, LLC - CA Limited Liability Company Return of Income 2010	Tax Returns
RCJSNII00020836		Residential Funding Company, LLC - AL Excise Tax Return 2011	Tax Returns
RCJSNII00020843		Residential Funding Company, LLC - PA Corporate Tax Report 2010	Tax Returns
RCJSNII00020853		Residential Funding Company, LLC - RI Tax Return 2010	Tax Returns
RCJSNII00020857		RFC Asset Holdings II, LLC - CA Limited Liability Company Return of Income 2010	Tax Returns
RCJSNII00020866		MFC Asset, LLC - CA Limited Liability Company Return of Income 2010	Tax Returns
RCJSNII00020872		Equity Investments II, LLC - CA Limited Liability Company Return of Income 2010	Tax Returns
RCJSNII00020879		Homecomings Financial, LLC - CA Limited Liability Company Return of Income 2010	Tax Returns
RCJSNII00020888		Homecomings Financial, LLC - PA Corporate Tax Report 2010	Tax Returns
RCJSNII00020898		Homecomings Financial, LLC - RI Tax Return 2010	Tax Returns
RCJSNII00020902		RFC Construction Funding, LLC - CA Limited Liability Company Return of Income 2010	Tax Returns
RCJSNII00020908		Asset Management Performance Services, LLC - CA Limited Liability Company Return of Income 2010	Tax Returns
RCJSNII00020913		Residential Funding Real Estate Holdings, LLC - RI Tax Return 2010	Tax Returns
RCJSNII00020916		RC Properties V, LLC - CA Limited Liability Company Return of Income 2010	Tax Returns
RCJSNII00020922		RC Properties VI, LLC - CA Limited Liability Company Return of Income 2010	Tax Returns
RCJSNII00020928		RC Properties XVIII, LLC - CA Limited Liability Company Return of Income 2010	Tax Returns
RCJSNII00020934		RC Properties XX, LLC - CA Limited Liability Company Return of Income 2010	Tax Returns
RCJSNII00020940		Residential Funding Company, LLC - CA Limited Liability Company Return of Income 2011	Tax Returns
RCJSNII00020947		Residential Funding Company, LLC - AL Tax Return & Annual Report 2011	Tax Returns
RCJSNII00020950		Residential Funding Company, LLC - PA Corporate Tax Report 2011	Tax Returns
RCJSNII00020958		Residential Funding Company, LLC - RI Tax Return 2011	Tax Returns
RCJSNII00020962		Residential Funding Real Estate Holdings, LLC - RI Tax Return 2011	Tax Returns
RCJSNII00020966		Homecomings Financial, LLC - CA Limited Liability Company Return of Income 2011	Tax Returns
RCJSNII00020972		Homecomings Financial, LLC - PA Corporate Tax Report 2011	Tax Returns
RCJSNII00020980		Homecomings Financial, LLC - RI Tax Return 2011	Tax Returns
RCJSNII00020985		RFC Asset Holdings II, LLC - CA Limited Liability Company Return of Income 2011	Tax Returns
RCJSNII00020992		RFC Construction Funding, LLC - CA Limited Liability Company Return of Income 2011	Tax Returns
RCJSNII00020998		Equity Investments II, LLC - CA Limited Liability Company Return of Income 2011	Tax Returns
RCJSNII00021004		RC Properties XX, LLC - CA Limited Liability Company Return of Income 2011	Tax Returns
RCJSNII00021010		RC Properties V, LLC - CA Limited Liability Company Return of Income 2011	Tax Returns
RCJSNII00021016		RC Properties VI, LLC - CA Limited Liability Company Return of Income 2011	Tax Returns
RCJSNII00021022		RC Properties XVIII, LLC - CA Limited Liability Company Return of Income 2011	Tax Returns
RCJSNII00021028		Several Entities - Federal Tax Returns 2010	Tax Returns
RCJSNII00021514		Several Entities - Federal Tax Returns 2010	Tax Returns
RCJSNII00021895		Several Entities - Federal Tax Returns 2011	Tax Returns
RCJSNII00025494		ResCap - Monthly Intercompany Balances from 12/31/2007 - 10/31/2012	Internal & External Financial Statements
RCJSNII00025497			Other
RCJSNII00025498			Other
RCJSNII00025499			Other
RCJSNII00025500			Other

Bates # / File Name	Docket #	Document Description	Category
RCJSNII00025502			Other
RCJSNII00025509			Other
RCJSNII00025516			Other
RCJSNII00025518		ResCap - Debt Forgiveness Schedule 2008-2009	Internal & External Financial Statements
RCJSNII00025521			Other
RCJSNII00025523			Other
RCJSNII00025524		Memo: ResCap Capital Contributions to Meet Net Worth Covenants	Email and Memo Communications
RCJSNII00025534		Memo: ResCap to Write Down a Viaduct 7 Note	Email and Memo Communications
RCJSNII00025542			Other
RCJSNII00025547		Proposed Debt Forgiveness for RFC -9/21/2009	Legal
RCJSNII00025553		Memo: From James Young, Allocation of Capital - Forgiveness of Intercompany Debt, June 25, 2009	Email and Memo Communications
RCJSNII00025557			Other
RCJSNII00025562			Other
RCJSNII00025565			Other
RCJSNII00025572			Other
RCJSNII00025581			Other
RCJSNII00025588			Other
RCJSNII00025589			Other
RCJSNII00025630			Other
RCJSNII00025670			Other
RCJSNII00025672			Other
RCJSNII00025673		ResCap Capital Support for RFC	Legal
RCJSNII00025675		Memo: From James Young: Allocation of Capital - Intercompany Debt Forgiveness 12/8/2009	Email and Memo Communications
RCJSNII00025680		Intercompany Information	Email and Memo Communications
RCJSNII00025681			Other
RCJSNII00025682			Other
RCJSNII00025683		ResCap - Intercompany Balances as of 12/31/2012	Internal & External Financial Statements
RCJSNII00025738			Other
RCJSNII00025745			Other
RCJSNII00025746			Other
RCJSNII00025747		Summary of Intercompany relationships with SOALs Descriptions	Internal & External Financial Statements
RCJSNII00025748			Other
RCJSNII00025750		Summary of Intercompany relationships with SOALs balances	Internal & External Financial Statements
RCJSNII00025751			Other
RCJSNII00025752			Other
RCJSNII00025755		Top 7 Intercompany Receivables	Bankruptcy Filings & Background Information
RCJSNII00025767			Other
RCJSNII00025768			Other
RCJSNII00025769			Other
RCJSNII00025770			Other
RCJSNII00025885			Other
RCJSNII00025886		Background of the April 20th Debt Forgiveness Report	Internal & External Financial Statements
RCJSNII00026018			Other
RCJSNII00026019			Other
RCJSNII00026020			Other
RCJSNII00026023			Other
RCJSNII00026037			Other
RCJSNII00026052		Debt Forgiveness Procedures	Bankruptcy Filings & Background Information

Bates # / File Name	Docket #	Document Description	Category
RCJSNII00026151			Other
RCJSNII00026152			Other
RCJSNII00026153			Other
RCJSNII00026154			Other
RCJSNII00026156			Other
RCJSNII10000453			Other
RCJSNII10000454			Other
RCJSNII10000457			Other
RCJSNII10000461			Other
RCJSNII10000462			Other
RCJSNII10000464			Other
RCJSNII10000465			Other
RCJSNII10002592			Other
RCJSNII10002593			Other
RCJSNII10002594			Other
RCJSNII10002595			Other
RCJSNII10002596			Other
RCJSNII10002909			Other
RCJSNII10002910			Other
RCJSNII10002916			Other
RCJSNII10002917			Other
RCJSNII10006084			Other
RCJSNII10006085			Other
RCJSNII10006961			Other
RCJSNII10006962			Other
RCJSNII10006968			Other
RCJSNII10006983			Other
RCJSNII10006984			Other
RCJSNII10006996			Other
RCJSNII10006997			Other
RCJSNII10006998			Other
RCJSNII10007106			Other
RCJSNII10007112			Other
RCJSNII10007117			Other
RCJSNII10007122			Other
RCJSNII10007168			Other
RCJSNII10007171			Other
RCJSNII10007224			Other
RCJSNII10007239			Other
RCJSNII10008960			Other
RCJSNII10008962			Other
RCJSNII10009353			Other
RCJSNII10009375			Other
RCJSNII10009376			Other
RCJSNII10009377			Other
RCJSNII10009378			Other
RCJSNII10009379			Other
RCJSNII10009383			Other

Bates # / File Name	Docket #	Document Description	Category
RCJSNII0009384			Other
RCJSNII0009385			Other
RCJSNII0009386			Other
RCJSNII0009387			Other
RCJSNII0009390			Other
RCJSNII0009392			Other
RCJSNII0009404			Other
RCJSNII0009757			Other
RCJSNII0009758			Other
RCJSNII0009767			Other
RCJSNII0009768			Other
RCJSNII0009796			Other
RCJSNII0009797			Other
RCJSNII0010083			Other
RCJSNII0010085			Other
RCJSNII0010124			Other
RCJSNII0010125			Other
RCJSNII0010182			Other
RCJSNII0010183			Other
RCJSNII0010347			Other
RCJSNII0010349			Other
RCJSNII0010350			Other
RCJSNII0010357			Other
RCJSNII0010358			Other
RCJSNII0010360			Other
RCJSNII0010362			Other
RCJSNII0010363			Other
RCJSNII0010487			Other
RCJSNII0010489			Other
RCJSNII0010490			Other
RCJSNII0010491			Other
RCJSNII0010492			Other
RCJSNII0010495			Other
RCJSNII0010497			Other
RCJSNII0010498			Other
RCJSNII0010499			Other
RCJSNII0010500			Other
RCJSNII0010501			Other
RCJSNII0010503			Other
RCJSNII0010504			Other
RCJSNII0010505			Other
RCJSNII0010506			Other
RCJSNII0010523			Other
RCJSNII0010524			Other
RCJSNII0010526			Other
RCJSNII0010536			Other
RCJSNII0010538			Other
RCJSNII0010539			Other

Bates # / File Name	Docket #	Document Description	Category
RCJSNII0010580			Other
RCJSNII0010638			Other
RCJSNII0010639			Other
RCJSNII0010640		Intercompany interest accrual	Internal & External Financial Statements
RCJSNII0010641		Intercompany interest	Internal & External Financial Statements
RCJSNII0010644			Other
RCJSNII0010645			Other
RCJSNII0010647		RFC PeopleSoft Detail 2012	Internal & External Financial Statements
RCJSNII0010651			Other
RCJSNII0010654			Other
RCJSNII0010658		2012 - Negative assets in PeopleSoft	Email and Memo Communications
RCJSNII0010730			Other
RCJSNII0010731			Other
RCJSNII0010734			Other
RCJSNII0010768			Other
RCJSNII0010773			Other
RCJSNII0010777			Other
RCJSNII0010780			Other
RCJSNII0011305			Other
RCJSNII0011306		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0011488			Other
RCJSNII0011490		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0012936			Other
RCJSNII0012937			Other
RCJSNII0012960			Other
RCJSNII0012964			Other
RCJSNII0012965			Other
RCJSNII0012966			Other
RCJSNII0012975		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0012976		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0013050			Other
RCJSNII0013052			Other
RCJSNII0013201			Other
RCJSNII0013202			Other
RCJSNII0013575		Summary Model Input - Resi	Other
RCJSNII0013629			Other
RCJSNII0013631			Other
RCJSNII0013729			Other
RCJSNII0013731			Other
RCJSNII0013766			Other
RCJSNII0013768			Other
RCJSNII0013771			Other
RCJSNII0014058			Other
RCJSNII0014059			Other
RCJSNII0014153			Other
RCJSNII0014455		ResCap Intercompany Balances Consolidated Version (2/29/2012)	Internal & External Financial Statements
RCJSNII0014742		Email from Westman, B. to Kornfeld, J. re: Intercompany Balances	Email and Memo Communications
RCJSNII0014743		ResCap Intercompany Balances Consolidated Version (2/29/2012)	Internal & External Financial Statements

Bates # / File Name	Docket #	Document Description	Category
RCJSNII0015113		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0015116		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0015117		Intercompany Legal Document	Legal
RCJSNII0015251		E-mail discussing intercompany	Email and Memo Communications
RCJSNII0015258		E-mail discussing intercompany	Email and Memo Communications
RCJSNII0015262		E-mail discussing intercompany	Email and Memo Communications
RCJSNII0015265		Notes Legal Structure	Legal
RCJSNII0015269			Other
RCJSNII0015271			Other
RCJSNII0015298			Other
RCJSNII0015317			Other
RCJSNII0015574			Other
RCJSNII0015580		Intercompany Funding Schedule	Legal
RCJSNII0015721			Other
RCJSNII0015722			Other
RCJSNII0015800			Other
RCJSNII0015906			Other
RCJSNII0015992			Other
RCJSNII0015993			Other
RCJSNII0016075			Other
RCJSNII0016137			Other
RCJSNII0016138			Other
RCJSNII0016244			Other
RCJSNII0016317			Other
RCJSNII0016318			Other
RCJSNII0016409			Other
RCJSNII0016485			Other
RCJSNII0016654			Other
RCJSNII0016655			Other
RCJSNII0016776			Other
RCJSNII0016778			Other
RCJSNII0016887			Other
RCJSNII0016888			Other
RCJSNII0016983			Other
RCJSNII0016984			Other
RCJSNII0017079			Other
RCJSNII0017080			Other
RCJSNII0017173			Other
RCJSNII0017254		ResCap Financial Statements	Internal & External Financial Statements
RCJSNII0017333			Other
RCJSNII0017334			Other
RCJSNII0017403			Other
RCJSNII0017485			Other
RCJSNII0017591			Other
RCJSNII0017592			Other
RCJSNII0017593			Other
RCJSNII0017655			Other
RCJSNII0017720			Other

Bates # / File Name	Docket #	Document Description	Category
RCJSNII0017799			Other
RCJSNII0017800			Other
RCJSNII0017884			Other
RCJSNII0017885			Other
RCJSNII0017965			Other
RCJSNII0017966			Other
RCJSNII0018000			Other
RCJSNII0018001		ResCap Financial Statements	Internal & External Financial Statements
RCJSNII0018080			Other
RCJSNII0018162			Other
RCJSNII0018242			Other
RCJSNII0018248			Other
RCJSNII0018530			Other
RCJSNII0018532			Other
RCJSNII0018613			Other
RCJSNII0018615			Other
RCJSNII0018702			Other
RCJSNII0018784		ResCap Financial Statements	Internal & External Financial Statements
RCJSNII0018904			Other
RCJSNII0018908			Other
RCJSNII0018988			Other
RCJSNII0019070		ResCap Financial Statements	Internal & External Financial Statements
RCJSNII0019155			Other
RCJSNII0019156			Other
RCJSNII0019221			Other
RCJSNII0019283			Other
RCJSNII0019348			Other
RCJSNII0019349			Other
RCJSNII0019429			Other
RCJSNII0019502			Other
RCJSNII0019595			Other
RCJSNII0019596			Other
RCJSNII0019675			Other
RCJSNII0019745			Other
RCJSNII0019807			Other
RCJSNII0019808			Other
RCJSNII0019873			Other
RCJSNII0019874			Other
RCJSNII0019956			Other
RCJSNII0019958			Other
RCJSNII0020023			Other
RCJSNII0020024			Other
RCJSNII0020027			Other
RCJSNII0020028			Other
RCJSNII0020112			Other
RCJSNII0020113			Other
RCJSNII0020114			Other
RCJSNII0020204			Other

Bates # / File Name	Docket #	Document Description	Category
RCJSNII0020205			Other
RCJSNII0020284			Other
RCJSNII0020285			Other
RCJSNII0020354			Other
RCJSNII0020355			Other
RCJSNII0020435			Other
RCJSNII0020436			Other
RCJSNII0020437			Other
RCJSNII0020519			Other
RCJSNII0020520			Other
RCJSNII0020589			Other
RCJSNII0020590			Other
RCJSNII0020654			Other
RCJSNII0020655			Other
RCJSNII0020724			Other
RCJSNII0020785			Other
RCJSNII0020854			Other
RCJSNII0020917			Other
RCJSNII0020920			Other
RCJSNII0020989			Other
RCJSNII0021136		E-mail discussing intercompany	Email and Memo Communications
RCJSNII0021139		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0021300			Other
RCJSNII0021301		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0021430			Other
RCJSNII0021434		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0021885		E-mail discussing intercompany	Email and Memo Communications
RCJSNII0021888		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0022135			Other
RCJSNII0022136		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0022137			Other
RCJSNII0022138		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0022186			Other
RCJSNII0022187		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0022822		E-mail discussing intercompany	Email and Memo Communications
RCJSNII0022825		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0022970			Other
RCJSNII0022973		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0023007			Other
RCJSNII0023008		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0023009			Other
RCJSNII0023355			Other
RCJSNII0023357		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0023866			Other
RCJSNII0023869		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0024002			Other
RCJSNII0024004			Other
RCJSNII0024005			Other

Bates # / File Name	Docket #	Document Description	Category
RCJSNII0024006			Other
RCJSNII0024007			Other
RCJSNII0024008			Other
RCJSNII0024009			Other
RCJSNII0024010			Other
RCJSNII0024011		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0024027			Other
RCJSNII0024029			Other
RCJSNII0024030			Other
RCJSNII0024031		E-mail discussing intercompany	Email and Memo Communications
RCJSNII0024034		Debt Forgiveness Schedule	Bankruptcy Filings & Background Information
RCJSNII0024182			Other
RCJSNII0024183		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0024205		E-mail discussing intercompany	Email and Memo Communications
RCJSNII0024209			Other
RCJSNII0024210			Other
RCJSNII0024215		E-mail discussing intercompany	Email and Memo Communications
RCJSNII0024220		Debt Forgiveness Schedule	Bankruptcy Filings & Background Information
RCJSNII0024224			Other
RCJSNII0024225			Other
RCJSNII0024273			Other
RCJSNII0024276		State Tax Return	Tax Returns
RCJSNII0024279		State Tax Return	Tax Returns
RCJSNII0024282		State Tax Return	Tax Returns
RCJSNII0024285		State Tax Return	Tax Returns
RCJSNII0024288		State Tax Return	Tax Returns
RCJSNII0024289			Other
RCJSNII0024290			Other
RCJSNII0024291			Other
RCJSNII0024292			Other
RCJSNII0024293			Other
RCJSNII0024294			Other
RCJSNII0024295			Other
RCJSNII0024296			Other
RCJSNII0024297			Other
RCJSNII0024298			Other
RCJSNII0024841			Other
RCJSNII0024842		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0024856			Other
RCJSNII0024857			Other
RCJSNII0024858		Accounting Memo	Bankruptcy Filings & Background Information
RCJSNII0024866			Other
RCJSNII0024867		Accounting Memo	Bankruptcy Filings & Background Information
RCJSNII0024869		Accounting Memo	Bankruptcy Filings & Background Information
RCJSNII0024870		Accounting Memo	Bankruptcy Filings & Background Information
RCJSNII0024872		Accounting Memo	Bankruptcy Filings & Background Information
RCJSNII0024874		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNII0024943			Other

Bates # / File Name	Docket #	Document Description	Category
RCJSNIII0024944		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNIII0024953			Other
RCJSNIII0024954		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNIII0024955			Other
RCJSNIII0024956		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNIII0024957			Other
RCJSNIII0024958		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNIII0025379			Other
RCJSNIII0025380			Other
RCJSNIII0025475			Other
RCJSNIII0025476			Other
RCJSNIII0025490			Other
RCJSNIII0025498			Other
RCJSNIII0025565			Other
RCJSNIII0025567			Other
RCJSNIII0025581			Other
RCJSNIII0025582			Other
RCJSNIII0025583			Other
RCJSNIII0025584			Other
RCJSNIII0025642		E-mail discussing intercompany	Email and Memo Communications
RCJSNIII0025645		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNIII0025646		Intercompany Legal Document	Legal
RCJSNIII0025652		Intercompany Legal Document	Legal
RCJSNIII0025660		Intercompany Legal Document	Legal
RCJSNIII0027092			Other
RCJSNIII0027093			Other
RCJSNIII0027241			Other
RCJSNIII0027242		E-mail discussing intercompany	Email and Memo Communications
RCJSNIII0027247		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNIII0027285			Other
RCJSNIII0027286		E-mail discussing intercompany	Email and Memo Communications
RCJSNIII0027291		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNIII0027292		E-mail discussing intercompany	Email and Memo Communications
RCJSNIII0027299		Intercompany Schedule	Bankruptcy Filings & Background Information
RCJSNIII0027311			Other
RCJSNIII0027313		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNIII0028118		Email from Park, L. to Dondzila, C. re: Proj Bounce - Top Intercompany Relationships	Email and Memo Communications
RCJSNIII0028373		E-mail discussing intercompany	Email and Memo Communications
RCJSNIII0028376			Other
RCJSNIII0028377		Schedule with Intercompany Balances	Internal & External Financial Statements
RCJSNIII0028378			Other
RCJSNIII0028467			Other
RCJSNIII0028472			Other
RCJSNIII0028547			Other
RCJSNIII0028548			Other
RCJSNIII0028549			Other
RCJSNIII0029545			Other
RCJSNIII0029546		Legal Entity Tree, Accounts Tree, Department Tree	Internal & External Financial Statements

Bates # / File Name	Docket #	Document Description	Category
RCJSNIII0029547		ResCap Month End Close and Consolidation Process - High Level	Bankruptcy Filings & Background Information
RCJSNIII0029548		ResCap Month End Close and Consolidation Process - High Level	Email and Memo Communications
RCJSNIII0029549		ResCap Financial Reporting, Monthly Schedule, August 2012	Bankruptcy Filings & Background Information
RCJSNIII0029550			Other
RCJSNIII0029551		Accounting Month End Close Calendar, August 2012	Bankruptcy Filings & Background Information
RCJSNIII0029657		Debt forgiveness	Email and Memo Communications
RCJSNIII0029661		ResCap, HoldCo Balance Sheets	Internal & External Financial Statements
RCJSNIII0029662		ResCap, HoldCo Balance Sheets	Internal & External Financial Statements
RCJSNIII0029672			Other
RCJSNIII0029673			Other
RCJSNIII0029683			Other
RCJSNIII0029684			Other
RCJSNIII0029685			Other
RCJSNIII0029686		Debt Forgiveness - Residential Capital, LLC, PeopleSoft Financials, JOURNAL ENTRY DETAIL	Internal & External Financial Statements
RCJSNIII0029687			Other
RCJSNIII0029688			Other
RCJSNIII0030238		GMAC Mortgage Annual Financial Statements	Email and Memo Communications
RCJSNIII0030239		GMAC Mortgage Annual Financial Statements 2011	Internal & External Financial Statements
RCJSNIII0030538			Other
RCJSNIII0030540		Affiliate Transaction Deposit Requirements Tracking, Through 2/29/12	Bankruptcy Filings & Background Information
RCJSNIII0030551		Intercompany Balances, 2012	Email and Memo Communications
RCJSNIII0030552		ResCap Intercompany Balances, Consolidated Version, 2/29/2012	Bankruptcy Filings & Background Information
RCJSNIII0030576		Top intercompany balances, 2012	Email and Memo Communications
RCJSNIII0030579		Top intercompany balances, PeopleSoft data	Internal & External Financial Statements
RCJSNIII0030580		Loan agreement for ICC, May 4, 2005	Legal
RCJSNIII0030809		From: Barb Westman, To: Jeremy Stern and Mark Renzi, Intercompany with Parent, 3/19/2012	Email and Memo Communications
RCJSNIII0030812		Top intercompany balances, PeopleSoft data	Internal & External Financial Statements
RCJSNIII0030813		Amended and Restated Intercompany Advance Agreement, Homecomings Financial Network, June 30 2006	Legal
RCJSNIII0030819		Intercompany Advance Agreement for PATI June 1, 2009	Legal
RCJSNIII0030827		Intercompany Advance Agreement for RFC Asset Holdings II June 1, 2009	Legal
RCJSNIII0031658		Intercompany Analysis	Email and Memo Communications
RCJSNIII0031660		Affiliate Transactions	Email and Memo Communications
RCJSNIII0031661		ResCap Intercompany Balances, 12/31/2011	Internal & External Financial Statements
RCJSNIII0031678			Other
RCJSNIII0031684			Other
RCJSNIII0031693		Intercompany Balances, 2012	Email and Memo Communications
RCJSNIII0031695		ResCap Intercompany Balances, Consolidated Version, 2/29/2012	Internal & External Financial Statements
RCJSNIII0031711		Bounce - List of Legal Entities for AP	Email and Memo Communications
RCJSNIII0031712		PROJECT BOUNCE, Financial Summary by Legal Entity Balances	Bankruptcy Filings & Background Information
RCJSNIII0031728		Interco Inventory Schedule	Email and Memo Communications
RCJSNIII0031731		ResCap Intercompany Balances, Consolidated Version, 5/13/2012	Bankruptcy Filings & Background Information
RCJSNIII0031975		Interco file	Email and Memo Communications
RCJSNIII0031977		ResCap Intercompany Balances, Consolidated Version, Period @ 5/13/2012	Bankruptcy Filings & Background Information
RCJSNIII0032068		Intercompany Relationship Analysis	Email and Memo Communications
RCJSNIII0032070		Intercompany Balances, Consolidated Version, Period @ 5/13/2012	Bankruptcy Filings & Background Information
RCJSNIII0032129		Intercompany Relationship Analysis	Email and Memo Communications
RCJSNIII0032131		Intercompany Balances, Consolidated Version, Period @ 5/13/2012	Bankruptcy Filings & Background Information
RCJSNIII0032135		Intercompany Balances	Email and Memo Communications

Bates # / File Name	Docket #	Document Description	Category
RCJSNIII0032136		Intercompany Balances, Consolidated Version, Period @ 5/13/2012	Bankruptcy Filings & Background Information
RCJSNIII0033540		Debt forgiveness	Email and Memo Communications
RCJSNIII0033541		Residential Capital, LLC, Debt Forgiveness, January 1, 2008 - March 31, 2012	Bankruptcy Filings & Background Information
RCJSNIII0033544			Other
RCJSNIII0033545		ResCap/GMACM loan agreement	Bankruptcy Filings & Background Information
RCJSNIII0033550		Intercompany Advance Agreement - Homecomings Financial - 6/30/2006	Legal
RCJSNIII0033556		Note Issuance Facility Deed - 6/4/2008	Legal
RCJSNIII0033603			Other
RCJSNIII0033604		Project Bounce, Summary of Top 10 Intercompany Relationships, Balances as of 12/31/12	Bankruptcy Filings & Background Information
RCJSNIII0033605		Top intercompany balances, PeopleSoft data	Internal & External Financial Statements
RCJSNIII0033699			Other
RCJSNIII0033701		ResCap Intercompany Balances	Bankruptcy Filings & Background Information
RCJSNIII0034044		Email from Westman, B. to Dondzila, C. re: Discuss GSAP and Legal Entity Certifications	Email and Memo Communications
RCJSNIII0035431			Other
RCJSNIII0035433		ResCap - Draft Consolidated Financials December 2009 and 2010	Legal
RCJSNIII0035541			Other
RCJSNIII0037951			Other
RCJSNIII0037952		Cash management generated balances	Email and Memo Communications
RCJSNIII0037953		Intercompany Account Relationships in Compliance with Policy	Bankruptcy Filings & Background Information
RCJSNIII0038865			Other
RCJSNIII0038866		GL Trial Balance - Resi/GMAC Bank/BMMZ/RFC - 9/30/2011	Internal & External Financial Statements
RCJSNIII0038886			Other
RCJSNIII0038887		RFC - Unaudited Trial Balances 9/30/2011	Internal & External Financial Statements
RCJSNIII0040842			Other
RCJSNIII0040843			Other
RCJSNIII0041452		Email from Westman, B. to Venne, S. re: Intercompany Files	Email and Memo Communications
RCJSNIII0041500		Email from Jeffress, B. to Gyasi-twum, K. and Venne, S. re: Cash Management Policy	Email and Memo Communications
RCJSNIII0042129			Other
RCJSNIII0042130			Other
RCJSNIII0042139			Other
RCJSNIII0042140			Other
RCJSNIII0042510			Other
RCJSNIII0042512			Other
RCJSNIII0042513			Other
RCJSNIII0042514			Other
RCJSNIII0042517			Other
RCJSNIII0042530			Other
RCJSNIII0042531		Balance Sheet - Period 10 - 2011-10-01 with Clear Intercompany Payable	Internal & External Financial Statements
RCJSNIII0042777		I/C receivable at RFC	Email and Memo Communications
RCJSNIII0042778			Other
RCJSNIII0042928			Other
RCJSNIII0042929			Other
RCJSNIII0042994			Other
RCJSNIII0042995			Other
RCJSNIII0042996		Revolver Trial Balances (RFC/RFOC) - September 2011	Internal & External Financial Statements
RCJSNIII0047980			Other
RCJSNIII0047981		Intercompany Balance Information & Instructions	Internal & External Financial Statements
RCJSNIII0047982		RFG Intercompany Eliminations	Internal & External Financial Statements

Bates # / File Name	Docket #	Document Description	Category
RCJSNII0049180			Other
RCJSNII0049182		Accounting treatment	Internal & External Financial Statements
RCJSNII0049183			Other
RCJSNII0049184		Intercompany accounting T account	Bankruptcy Filings & Background Information
RCJSNII0049185			Other
RCJSNII0049309			Other
RCJSNII0049310			Other
RCJSNII0049801			Other
RCJSNII0049802			Other
RCJSNII0049803		ResCap - GL Trial Balance -12/31/2012	Internal & External Financial Statements
RCJSNII0050710			Other
RCJSNII0050711		Berkshire and Walter Asset Sales, Accounting Coordination, 1/31/2013	Bankruptcy Filings & Background Information
RCJSNII0050712			Other
RCJSNII0050713			Other
RCJSNII0051853			Other
RCJSNII0051855		ResCap - GL Trial Balance -9/30/2012	Internal & External Financial Statements
RCJSNII0051856			Other
RCJSNII0051857		RESI - GL Trial Balance -9/30/2012	Internal & External Financial Statements
RCJSNII0051858		RFC - GL Trial Balance -9/30/2012	Internal & External Financial Statements
RCJSNII0053760			Other
RCJSNII0053763		Intercompany Payables	Bankruptcy Filings & Background Information
RCJSNII0053764			Other
RCJSNII0053765			Other
RCJSNII0053766			Other
RCJSNII0053767		RESI - GL Trial Balance - 3/31/2008	Internal & External Financial Statements
RCJSNII0053768		RFC - GL Trial Balance - 3/31/2008	Internal & External Financial Statements
RCJSNII0053769			Other
RCJSNII0053770			Other
RCJSNII0053771			Other
RCJSNII0053772			Other
RCJSNII0053773		RESI - GL Trial Balance - 6/30/2008	Internal & External Financial Statements
RCJSNII0053774		RFC - GL Trial Balance - 6/30/2008	Internal & External Financial Statements
RCJSNII0053775			Other
RCJSNII0053776			Other
RCJSNII0053777			Other
RCJSNII0053778			Other
RCJSNII0053779		RESI - GL Trial Balance - 9/30/2008	Internal & External Financial Statements
RCJSNII0053780		RFC - GL Trial Balance - 9/30/2008	Internal & External Financial Statements
RCJSNII0053781			Other
RCJSNII0053782			Other
RCJSNII0053783			Other
RCJSNII0053784			Other
RCJSNII0053785		RESI - GL Trial Balance - 3/31/2009	Internal & External Financial Statements
RCJSNII0053786		RFC - GL Trial Balance - 3/31/2009	Internal & External Financial Statements
RCJSNII0053787			Other
RCJSNII0053788			Other
RCJSNII0053789		GMAC Mortgage - Trial Balance and Income Statement - 6/30/2009	Internal & External Financial Statements
RCJSNII0053790			Other

Bates # / File Name	Docket #	Document Description	Category
RCJSNIII0053791		RESI - GL Trial Balance - 6/30/2009	Internal & External Financial Statements
RCJSNIII0053792		RFC - GL Trial Balance - 6/30/2009	Internal & External Financial Statements
RCJSNIII0053793			Other
RCJSNIII0053794			Other
RCJSNIII0053795			Other
RCJSNIII0053796		RESI - GL Trial Balance - 9/30/2009	Internal & External Financial Statements
RCJSNIII0053797		RFC - GL Trial Balance - 9/30/2009	Internal & External Financial Statements
RCJSNIII0053798		GMAC Mortgage - Trial Balance and Income Statement - 9/30/2009	Internal & External Financial Statements
RCJSNIII0055074		PATI debt forgiveness	Email and Memo Communications
RCJSNIII0055079			Other
RCJSNIII0056338		Cash management generated balances	Email and Memo Communications
RCJSNIII0056341		ResCap Intercompany Balances	Bankruptcy Filings & Background Information
RCJSNIII0056342		Intercompany Discussion, 2012	Email and Memo Communications
RCJSNIII0056345		ResCap Intercompany Balances	Bankruptcy Filings & Background Information
RCJSNIII0056756		Project Bounce Intercompany Payable Balances	Internal & External Financial Statements
RCJSNIII0056857			Other
RCJSNIII0056858			Other
RCJSNIII0056859		Cash management flow chart	Bankruptcy Filings & Background Information
RCJSNIII0057257			Other
RCJSNIII0057258		ResCap Intercompany Balances, Consolidated Version, 2/29/2012	Bankruptcy Filings & Background Information
RCJSNIII0057291			Other
RCJSNIII0057292		GSAP - Restatement and Trial Balances - 3/31/2012	Internal & External Financial Statements
RCJSNIII0057293			Other
RCJSNIII0057294		GSAP - Restatement and Trial Balances - 3/31/2012	Internal & External Financial Statements
RCJSNIII0057317			Other
RCJSNIII0057318		Liabilities Subject to Compromise at 5/13/2012	Internal & External Financial Statements
RCJSNIII0057319			Other
RCJSNIII0057320		ResCap, LLC, Liabilities Subject to Compromise - Open Items, Open Item as of 5/30/12	Bankruptcy Filings & Background Information
RCJSNIII0057329			Other
RCJSNIII0057330			Other
RCJSNIII0057331		ResCap Intercompany, Debtor-to-Non Debtor balances, 4/1/2012	Bankruptcy Filings & Background Information
RCJSNIII0057332			Other
RCJSNIII0057333			Other
RCJSNIII0057334		ResCap and Subsidiaries - GL Trial Balances at 5/13/2012	Internal & External Financial Statements
RCJSNIII0057342			Other
RCJSNIII0057343		Liabilities Subject to Compromise at 5/13/2012	Internal & External Financial Statements
RCJSNIII0057344			Other
RCJSNIII0057345			Other
RCJSNIII0057346			Other
RCJSNIII0057347			Other
RCJSNIII0057349		ResCap and Subsidiaries - Trial Balances at 5/13/2012	Internal & External Financial Statements
RCJSNIII0057350			Other
RCJSNIII0057351			Other
RCJSNIII0057352		Liabilities Subject to Compromise at 5/13/2012	Internal & External Financial Statements
RCJSNIII0057353			Other
RCJSNIII0057354		ResCap Intercompany Balances	Bankruptcy Filings & Background Information
RCJSNIII0057355			Other
RCJSNIII0057356			Other

Bates # / File Name	Docket #	Document Description	Category
RCJSNIII0057368		Liabilities Subject to Compromise at 5/13/2012	Internal & External Financial Statements
RCJSNIII0057369		Residential Capital, LLC, et al. - Liabilities Subject to Compromise Matrix - Effect on Accounting Practices	Bankruptcy Filings & Background Information
RCJSNIII0057370			Other
RCJSNIII0057379			Other
RCJSNIII0057380		Intercompany Discussion, 2012	Email and Memo Communications
RCJSNIII0057385			Other
RCJSNIII0057390			Other
RCJSNIII0057392		ResCap Consolidated - Intercompany Balances - 5/13/2012	Internal & External Financial Statements
RCJSNIII0057442			Other
RCJSNIII0057443		Intercompany Borrowings and Reconciliation - [Period Unknown]	Internal & External Financial Statements
RCJSNIII0057444			Other
RCJSNIII0057445		FTI Report - Claims Processing including Intercompany Liability	Bankruptcy Filings & Background Information
RCJSNIII0057458			Other
RCJSNIII0057459		Intercompany Relationships	Email and Memo Communications
RCJSNIII0057462			Other
RCJSNIII0057552			Other
RCJSNIII0057553		Intercompany	Email and Memo Communications
RCJSNIII0057555		ResCap - Intercompany Balances (5/31/2012 & 9/30/2012) - FTI Review	Internal & External Financial Statements
RCJSNIII0058065			Other
RCJSNIII0058066		ResCap - GL Detail Run - April 2008	Internal & External Financial Statements
RCJSNIII0058090		ResCap - GL Detail Run - March 2008	Internal & External Financial Statements
RCJSNIII0058109			Other
RCJSNIII0058110		2008 GL Query	Internal & External Financial Statements
RCJSNIII0058111			Other
RCJSNIII0058112		2007 GL Data Reconciliation including intercompany transactions	Internal & External Financial Statements
RCJSNIII0058113			Other
RCJSNIII0058114		2008 GL Extract including intercompany transactions	Internal & External Financial Statements
RCJSNIII0058115			Other
RCJSNIII0058117		ResCap Account Reconciliation Policies	Bankruptcy Filings & Background Information
RCJSNIII0058155		ResCap Account Reconciliation Policies	Bankruptcy Filings & Background Information
RCJSNIII0058167		2007 GL Extract including intercompany transactions	Internal & External Financial Statements
RCJSNIII0058168		2007 GL Extract including intercompany transactions	Internal & External Financial Statements
RCJSNIII0058169			Other
RCJSNIII0058170		ResCap Account Reconciliation Policies	Bankruptcy Filings & Background Information
RCJSNIII0058208		ResCap Account Reconciliation Policies	Bankruptcy Filings & Background Information
RCJSNIII0058220		2007 GL Extract including intercompany transactions	Internal & External Financial Statements
RCJSNIII0058221		2007 GL Extract including intercompany transactions	Internal & External Financial Statements
RCJSNIII0058514		Equity Adjustments	Email and Memo Communications
RCJSNIII0058516		RFC - October 2009 Balance Sheet (Unaudited)	Internal & External Financial Statements
RCJSNIII0058554			Other
RCJSNIII0058556		RESI/GMAC Bank/ResMor/ResCap Consol Trial Balance - 10/31/2009 (Unaudited)	Internal & External Financial Statements
RCJSNIII0058559			Other
RCJSNIII0058560		RESI/GMAC Bank/ResMor/ResCap Consol Trial Balance - 10/31/2009 (Unaudited)	Internal & External Financial Statements
RCJSNIII0058563		Debt forgiveness	Email and Memo Communications
RCJSNIII0058564			Other
RCJSNIII0058610		Equity Adjustments	Email and Memo Communications
RCJSNIII0058613		RFC - October 2009 Balance Sheet (Unaudited)	Internal & External Financial Statements
RCJSNIII0058614			Other

Bates # / File Name	Docket #	Document Description	Category
RCJSNIII0058616		RFC - October 2009 Balance Sheet (Unaudited)	Internal & External Financial Statements
RCJSNIII0059750		RFC Net Worth Covenants	Email and Memo Communications
RCJSNIII0074531		Bill of Sale and Transfer Agreement (Execution Copy)	Legal
RCJSNIII0082197			Other
RCJSNIII0082198			Other
RCJSNIII0082199			Other
RCJSNIII0082200			Other
RCJSNIII0082202			Other
rcjsnii10082203			Other
RCJSNIII0082208			Other
rcjsnii10082210			Other
rcjsnii10082213			Other
RCJSNIII0082215			Other
RCJSNIII0082216			Other
RCJSNIII0082262			Other
RCJSNIII0082263			Other
RCJSNIII0118386		Debt Forgiveness from GMAC Residential Holding Company to GMAC Mortgage	Email and Memo Communications
RCJSNIII0131858		Ally General Intercompany Accounting Policy	Internal & External Financial Statements
RCUCCJSN00007239		Audited Financial Statements of Residential Funding Company, LLC as of 12/31/2011	Internal & External Financial Statements
RCUCCJSN00007300			Other
RCUCCJSN00007301			Other
RCUCCJSN00007302			Other
RCUCCJSN00007502			Other
RCUCCJSN00007504			Other
RCUCCJSN00007508			Other
RCUCCJSN00007509			Other
RCUCCJSN00007510			Other
RCUCCJSN00007511			Other
RCUCCJSN00007513			Other
RCUCCJSN00007516			Other
RCUCCJSN00007520			Other
RCUCCJSN00010178			Other
RCUCCJSN00010228			Other
RCUCCJSN00012497		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012498		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012499		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012500		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012501		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012502		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012503		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012504		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012505		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012506		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012507		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012508		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012509		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012510		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012511		General ledger extract	General Ledger Transactional Data

[illegible]

Bates # / File Name	Docket #	Document Description	Category
RCUCCJSN00012560		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012561		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012562		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012563		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012564		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012565		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012566		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012567		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012568		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012569		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012570		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012571		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012572		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012573		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012574		General ledger extract	General Ledger Transactional Data
RCUCCJSN00012575		General ledger extract	General Ledger Transactional Data
RCUCCJSN00030169		Intercompany loan detail on filing date	Internal & External Financial Statements
RCUCCJSN00030170		Interco graph (in April 20 Intercompany Analysis Report)	Internal & External Financial Statements
RCUCCJSN00030215		Debt Forgiveness Transactions from 1/1/2008 - 5/13/2012 (Petition)	Internal & External Financial Statements
RCUCCJSN00050365			Other
RCUCCJSN00050366			Other
RCUCCJSN00050367			Other
RCUCCJSN00050368			Other
RCUCCJSN00050369			Other
RCUCCJSN00050370			Other
RCUCCJSN00050371			Other
RCUCCJSN00050372			Other
RCUCCJSN00050373			Other
RCUCCJSN00050374			Other
RCUCCJSN10005622			Other
RCUCCJSN10005688		Email From James Young authorizing Debt Forgiveness	Email and Memo Communications
RCUCCJSN10011161		Email From James Young authorizing Debt Forgiveness	Email and Memo Communications
RCUCCJSN10025065		Approval for \$2.0 billion of ResCap forgiveness to RFC	Email and Memo Communications
RCUCCJSN10031823			Other
RCUCCJSN10032484			Other
RCUCCJSN10032487			Other
RCUCCJSN10032780			Other
RCUCCJSN10032788			Other
RCUCCJSN10032813			Other
RCUCCJSN10032820			Other
RCUCCJSN10032828			Other
RCUCCJSN10032835			Other
RCUCCJSN10038836			Other
RCUCCJSN10038909			Other
RCUCCJSN10208959			Other
RCUCCJSN10208961			Other
RCUCCJSN10209039			Other
RCUCCJSN10209041			Other

Bates # / File Name	Docket #	Document Description	Category
RCUCCJSN10250359			Other
RCUCCJSN10252518			Other
RCUCCJSN10252582			Other
RCUCCJSN10293887		From: James Young, To: Cathy Dondzila, Tammy H., Tom Marano, Forgiveness of intercompany debt memo, 12/14/2009	Email and Memo Communications
RCUCCJSN10295626			Other
RCUCCJSN10295647			Other
RCUCCJSN10295655			Other
RCUCCJSN10354687		Email from Westman, B. to McDonald, B. and Renzi, M. re: Open Items for Various Requests	Email and Memo Communications
RCUCCJSN10354691		Residential Capital, LLC Accounting Operations - Open Items List	Other
RCUCCJSN10354692		Residential Capital, LLC Debt Forgiveness (January 1, 2008 - May 13, 2012)	Other
RCUCCJSN10357468		Email from Westman, B. to Dondzila, C. re: Interco File	Email and Memo Communications
RCUCCJSN10357470		ResCap Intercompany Balances Consolidated Version (5/13/2012)	Internal & External Financial Statements
RCUCCJSN10365228		Examiner Presentation - IC accounting overview, 12/4/2012	Bankruptcy Filings & Background Information
RCUCCJSN10371390			Other
RCUCCJSN10371391			Other
RCUCCJSN10371398			Other
RCUCCJSN10371399			Other
RCUCCJSN10371408			Other
RCUCCJSN10371409			Other
RCUCCJSN10383574			Other
RCUCCJSN10390867			Other
RCUCCJSN10427474			Other
RCUCCJSN10427475			Other
RCUCCJSN10427478			Other
RCUCCJSN10461561			Other
RCUCCJSN10461567			Other
RCUCCJSN10463436			Other
RCUCCJSN10465666			Other
RCUCCJSN10465669			Other
RCUCCJSN10465699			Other
RCUCCJSN10465701			Other
RCUCCJSN10465702			Other
RCUCCJSN10465704			Other
RCUCCJSN10467071			Other
RCUCCJSN10467082			Other
RCUCCJSN10473726			Other
RCUCCJSN10473734			Other
RCUCCJSN10566639		Email from Dondzila, C. to Young, J. re Refreshed RFC Equity Projection	Email and Memo Communications
RCUCCJSN10566662			Other
RCUCCJSN10566670			Other
RCUCCJSN10567368		Email from Haugen, S. to Bode, S. re: High Level Description of Solvency Entries	Email and Memo Communications
RCUCCJSN10605077		Memo from Young, J. to GMAC Inc. Board of Directors re: Request for Action by Board of Directors, GMAC Inc. Approval of Capital Allocation from ResCap to RFC and Certain of Its Subsidiaries	Email and Memo Communications
RCUCCJSN10692261			Other
RCUCCJSN106922612978989			Other
RCUCCJSN10692264		List created by MoFo that shows there should be a schedule of intercompany interest	Bankruptcy Filings & Background Information
RCUCCJSN10692265		Summary of Intercompany balances and schedule of interest payments	Internal & External Financial Statements
RCUCCJSN10692266			Other

Bates # / File Name	Docket #	Document Description	Category
RCUCCJSN10692377			Other
RCUCCJSN10718209			Other
RCUCCJSN10718211			Other
RCUCCJSN10742580			Other
RCUCCJSN10744019		Ally Financial Inc., formerly GMAC Inc. Amended and Restated Loan Agreement dated as of 12/30/09	Legal
RCUCCJSN10745574			Other
RCUCCJSN10745614		Uncommitted Intercompany Advance Agreement	Legal
RCUCCJSN10780327			Other
RCUCCJSN10833618		Email from Ruhlin, J. to Dondzila, C. re: Intercompany Agreements	Email and Memo Communications
RCUCCJSN10881204			Other
RCUCCJSN10883521			Other
RCUCCJSN10883522			Other
RCUCCJSN10888066			Other
RCUCCJSN10891667			Other
RCUCCJSN10891668			Other
RCUCCJSN10891669			Other
RCUCCJSN10891684			Other
RCUCCJSN10891687			Other
RCUCCJSN10891969			Other
RCUCCJSN10891974			Other
RCUCCJSN10891977		Cash Balances including Intercompany Transactions	Internal & External Financial Statements
RCUCCJSN10891978		Post-Petition Intercompany Balance Summary, 11/3/2012	Bankruptcy Filings & Background Information
RCUCCJSN10891987		Cash Balances without Intercompany Movement of Cash	Email and Memo Communications
RCUCCJSN10891999		Cash Balances without Intercompany Movement of Cash	Email and Memo Communications
RCUCCJSN10892006			Other
RCUCCJSN10892015			Other
RCUCCJSN10895541		From: Joe Ruhlin, To: Tim McDonagh, intercompany interest payment details, 6/1/2012	Email and Memo Communications
RCUCCJSN10934309			Other
RCUCCJSN10934310			Other
RCUCCJSN10935402			Other
RCUCCJSN10935403		From: James Young, To: Jim Mackey, Request for action by the Board of Directors - Approval to adjust intercompany notes memo, 4/2011	Email and Memo Communications
RCUCCJSN10935407		Memo requesting intercompany debt forgiveness to be allowed	Email and Memo Communications
RCUCCJSN10962759		Email from Ruby, S. to Westman, B. re: Resolution of Ditech Issue	Email and Memo Communications
RCUCCJSN11077472			Other
RCUCCJSN11077708			Other
RCUCCJSN11077752			Other
RCUCCJSN11077934			Other
RCUCCJSN11077942			Other
RCUCCJSN11078338			Other
RCUCCJSN11078368			Other
RCUCCJSN11081836			Other
RCUCCJSN11081837			Other
RCUCCJSN11091668		Email from Horner, J. to Sullivan, C. re Legal Entity Report for 11/30/11	Email and Memo Communications
RCUCCJSN11091669		Consolidated ResCap Legal Entity - YTD November 2011	Other
RCUCCJSN11092270			Other
RCUCCJSN11186259		Meeting agenda, in attendance Jill Horner and Cathy Dondzila, meeting contained intercompany discussions, 10/10/2012	Email and Memo Communications
RCUCCJSN11186261			Other

Bates # / File Name	Docket #	Document Description	Category
RCUCCJSN11241086			Other
RCUCCJSN11241093			Other
RCUCCJSN11241094			Other
RCUCCJSN11241095			Other
RCUCCJSN11243606		Request of Action from the BoD for approval of capital allocation within ResCap and certain of its subsidiaries	Email and Memo Communications
RCUCCJSN11254278		Special Examiner Presentation	Other
RCUCCJSN11254307			Other
RCUCCJSN11270924		Debt Forgiveness Schedule	Internal & External Financial Statements
RCUCCJSN11330021			Other
RCUCCJSN11330023			Other
RCUCCJSN11330048			Other
RCUCCJSN11448924		Email from Perlman, A. to Kook, J. among other re: Preliminary Chart of Accounts Strawman	Email and Memo Communications
RCUCCJSN11448925		SAP GGL Operational Accounts	Other
RCUCCJSN11465342		Debt Forgiveness on the Flume and Viaduct Notes	Email and Memo Communications
RCUCCJSN11624790			Other
RCUCCJSN11666201			Other
RCUCCJSN11666352			Other
RCUCCJSN11680080			Other
RCUCCJSN11680081			Other
RCUCCJSN116830153209658			Other
RCUCCJSN116830203209659			Other
RCUCCJSN116830253209660			Other
RCUCCJSN116830313209661			Other
RCUCCJSN116830393209662			Other
RCUCCJSN11683042			Other
RCUCCJSN116830433209664			Other
RCUCCJSN116830903209665			Other
RCUCCJSN11683095			Other
RCUCCJSN116830963209667			Other
RCUCCJSN116831433209668			Other
RCUCCJSN116831443209669			Other
RCUCCJSN116831523209670			Other
RCUCCJSN11683153		Summary of Top 10 Intercompany Relationships, 12/31/2012	Bankruptcy Filings & Background Information
RCUCCJSN11685937			Other
RCUCCJSN11685938			Other
RCUCCJSN11685939			Other
RCUCCJSN11690799			Other
RCUCCJSN11690804			Other
RCUCCJSN118604473277081			Other
RCUCCJSN118604483277082			Other
RCUCCJSN118604493277083			Other
RCUCCJSN118604503277084			Other
RCUCCJSN118604513277085			Other
RCUCCJSN11860454			Other
RCUCCJSN118604553277087			Other
RCUCCJSN118605023277088			Other
RCUCCJSN11860507			Other
RCUCCJSN118605083277090			Other

Bates # / File Name	Docket #	Document Description	Category
RCUCCJSN11860553277091			Other
RCUCCJSN118605563277092			Other
RCUCCJSN118605643277093			Other
RCUCCJSN11860565			Other
rcuccjsn11922194			Other
RCUCCJSN11922198		ResCap Bank Account Structure at April 11, 2012	Bankruptcy Filings & Background Information
rcuccjsn11922208			Other
RCUCCJSN11979453		Draft - Debtors' Intercompany & Debt Forgiveness Presentation, 4/4/2013	Bankruptcy Filings & Background Information
RCUCCJSN20021816		Email from Szymik, F. to Whilinger, J. re: Interco Summary for Internal Distribution	Email and Memo Communications
RCUCCJSN20021817		ResCap Intercompany Balances Summary as of the Petition Date	Internal & External Financial Statements
RCUCCJSN20027424			Other
RCUCCJSN20027833			Other
RCUCCJSN20033109			Other
RCUCCJSN20033114			Other
RCUCCJSN20033249			Other
RCUCCJSN20033253			Other
RCUCCJSN20033254			Other
RCUCCJSN20037211			Other
RCUCCJSN20037674			Other
RCUCCJSN20038720			Other
RCUCCJSN20045765			Other
RCUCCJSN20045766			Other
RCUCCJSN20045767			Other
RCUCCJSN20047935			Other
RCUCCJSN20047936			Other
RCUCCJSN20051023		GMAC ResCap internal memo prepared by Barb Westman on 3/20/2012	Email and Memo Communications
RCUCCJSN20054889		Email from Westman, B. to Dondzila, C. re: GMACM Management Fee Writeup	Email and Memo Communications
RCUCCJSN20064737		Email from Dondzila, C. to Westman, D. re: Bounce - Intercompany Follow Up	Email and Memo Communications
RCUCCJSN20080786		Email from Dondzila, C. to Renzi, M. and Westman, B. re: Bounce - Intercompany Follow Up	Email and Memo Communications
RCUCCJSN20085299			Other
RCUCCJSN20090333			Other
RCUCCJSN20090334			Other
RCUCCJSN20090347			Other
RCUCCJSN20090357			Other
RCUCCJSN20090358			Other
RCUCCJSN20092910			Other
RCUCCJSN30000236			Other
RCUCCJSN30000243			Other
RCUCCJSN30000244			Other
RCUCCJSN30000245			Other
RCUCCJSN30001108			Other
RCUCCJSN30001110			Other
RCUCCJSN30001111			Other
rcuccjsn30001112			Other
RCUCCJSN30001113			Other
RCUCCJSN30001114			Other
rcuccjsn30001115			Other
RCUCCJSN30002097		Examiner List of Intercompany Files (and Bates numbers for various subjects) for UCC	Bankruptcy Filings & Background Information

Bates # / File Name	Docket #	Document Description	Category
RCUCCJSN30002758		From: Barb Westman, To: Mark Renzi & Brian McDonald, Intercompany and OID discussion, 3/4/2013	Email and Memo Communications
RCUCCJSN30002763		Intercompany payables, document attached in email: RCUCCJSN30002758	Internal & External Financial Statements
RCUCCJSN30002764		Intercompany balances & debt forgiveness entries, attached in email: RCUCCJSN30002758	Internal & External Financial Statements
RCUCCJSN30002765		Intercompany capital injections, RCUCCJSN30002758	Legal
RCUCCJSN30003025		Email from Bazella, J. to Westman, B. and Renzi, M. re: Interco File	Email and Memo Communications
RCUCCJSN30004106		January 2013 Intercompany Analysis	Email and Memo Communications
RCUCCJSN30004112		Email body only, contains explanation of top intercompany balances	Email and Memo Communications
RCUCCJSN30005418		GMAC Residential Holding Corp Consolidated Financial Statements as of and for the years ended December 31, 2004 and 2003 (Restated)	Other
RCUCCJSN30005837		Summary of Top 10 Intercompany Relationships (Native), 12/31/2012	Bankruptcy Filings & Background Information
RCUCCJSN30006751		Summary of Intercompany Balances as of 9/30/2012	Internal & External Financial Statements
RCUCCJSN30006785		From: Cathy Dondzila, To: Brian McDonald, Intercompany follow-up response Alix's questions, 11/1/2012	Email and Memo Communications
RCUCCJSN30006795		Audited Financial Statements of ditech, LLC as of 12/31/2011	Internal & External Financial Statements
RCUCCJSN30006804		Audited Financial Statements of ditech, LLC as of 12/31/2008	Internal & External Financial Statements
RCUCCJSN30006824			Other
RCUCCJSN30006835		Audited Financial Statements of ditech.com, LLC as of 12/31/2007	Internal & External Financial Statements
RCUCCJSN30006849			Other
RCUCCJSN30006860			Other
RCUCCJSN30014296		Email from Westman, B. to Park, L. and Szymik, F. re: Legal Entity Trial Balance	Email and Memo Communications
RCUCCJSN30016049		Email from Westman, B. to Stern, J. and Renzi, M. re: Waterfall Questions	Email and Memo Communications
RCUCCJSN30017113			Other
RCUCCJSN30017115		Summary of Intercompany balances, netting to \$7.8 Billion	Bankruptcy Filings & Background Information
RCUCCJSN30017116		ResCap Restated Loan Agreement	Legal
RCUCCJSN30021675			Other
RCUCCJSN30023149		From: Cathy Dondzila, To: Mark Renzi & Barb Westman, Responses and discussion regarding intercompany questions, 4/22/2012	Email and Memo Communications
RCUCCJSN30023156			Other
RCUCCJSN30038469			Other
RCUCCJSN30047169		Intercompany Relationships 05-31-12-FTI Analysis 07-20-2012	Internal & External Financial Statements
RCUCCJSN30054571			Other
ResCap - Auditors (Deloitte PwC) Search Terms (4813-5214-5429-1)			Other
ResCap - Auditors (Deloitte PwC) Search Terms (4813-5214-5429-1) ZC			Other
ResCap - Debtors Search Terms (4828-0789-7365-1)			Other
ResCap - Debtors Search Terms (4828-0789-7365-1) ZC			Other
ResCap - Deloitte - Second Request for Documents (4836-8456-9621-2)			Other
ResCap - Deloitte - Second Request for Documents (4836-8456-9621-2) ZC			Other
ResCap - KPMG - Request for Documents (4816-0386-9205-3)			Other
ResCap - KPMG - Request for Documents (4816-0386-9205-3) ZC			Other
ResCap - KPMG Search Terms (4827-0258-1013-1)			Other
ResCap - KPMG Search Terms (4827-0258-1013-1) ZC comments			Other
ResCap - PwC - Second Request for Documents (4844-0612-0981-2)			Other
ResCap - PwC - Second Request for Documents (4844-0612-0981-2) ZC			Other
Response_to_September_30__2013_Letter_from_Dan_Perry			Legal
Schedule of Assets and Liabilities	548	RFC	SOALs
Schedule of Assets and Liabilities	549	ResCap HoldCo	SOALs
Schedule of Assets and Liabilities	550	GMACM	SOALs

Bates # / File Name	Docket #	Document Description	Category
Schedule of Assets and Liabilities	551	Ditech, LLC	SOALs
Schedule of Assets and Liabilities	552	PATI Real Estate Holdings, LLC	SOALs
Schedule of Assets and Liabilities	553	DOA Holding Properties, LLC	SOALs
Schedule of Assets and Liabilities	554	DOA Properties IX (Lots-Other), LLC	SOALs
Schedule of Assets and Liabilities	555	RAHI A, LLC	SOALs
Schedule of Assets and Liabilities	556	EPRE LLC	SOALs
Schedule of Assets and Liabilities	557	Equity Investment I, LLC	SOALs
Schedule of Assets and Liabilities	558	ETS of Virginia, Inc	SOALs
Schedule of Assets and Liabilities	559	ETS of Washington, Inc	SOALs
Schedule of Assets and Liabilities	560	RAHI B, LLC	SOALs
Schedule of Assets and Liabilities	561	Executive Trustee Services, LLC	SOALs
Schedule of Assets and Liabilities	562	GMAC Model Home Finance I, LLC	SOALs
Schedule of Assets and Liabilities	563	RAHI Real Estate Holdings, LLC	SOALs
Schedule of Assets and Liabilities	564	GMAC Mortgage USA Corporation	SOALs
Schedule of Assets and Liabilities	565	GMAC Resi Hold Co	SOALs
Schedule of Assets and Liabilities	566	RCSF JV2004, LLC	SOALs
Schedule of Assets and Liabilities	567	GMAC RH Settlement Services, LLC	SOALs
Schedule of Assets and Liabilities	568	GMACM Borrower LLC	SOALs
Schedule of Assets and Liabilities	569	Residential Accredited Loans, Inc	SOALs
Schedule of Assets and Liabilities	570	GMACM REO LLC	SOALs
Schedule of Assets and Liabilities	571	GMACR Mortgage Products, LLC	SOALs
Schedule of Assets and Liabilities	572	GMAC-RFC Hold Co	SOALs
Schedule of Assets and Liabilities	573	Residential Asset Securities Corporation	SOALs
Schedule of Assets and Liabilities	574	HFN Reo Sub II, LLC	SOALs
Schedule of Assets and Liabilities	575	Home Connects Lending Services, LLC	SOALs
Schedule of Assets and Liabilities	576	Residential Services of Alabama, LLC	SOALs
Schedule of Assets and Liabilities	577	Homecomings Financial Real Estate Holdings, LLC	SOALs
Schedule of Assets and Liabilities	578	Residential Consumer Services of Ohio, LLC	SOALs
Schedule of Assets and Liabilities	579	Homecomings Financial, LLC	SOALs
Schedule of Assets and Liabilities	580	Ladue Associates, Inc	SOALs
Schedule of Assets and Liabilities	581	Residential Consumer Services of Texas, LLC	SOALs
Schedule of Assets and Liabilities	582	Passive Asset Transactions, LLC	SOALs
Schedule of Assets and Liabilities	583	PATI A, LLC	SOALs
Schedule of Assets and Liabilities	584	Residential Consumer Services, LLC	SOALs
Schedule of Assets and Liabilities	585	PATI B, LLC	SOALs
Schedule of Assets and Liabilities	586	RFC Asset Holdings II, LLC	SOALs
Schedule of Assets and Liabilities	587	Residential Funding Mortgage Exchange, LLC	SOALs
Schedule of Assets and Liabilities	588	RFC Asset Management, LLC	SOALs
Schedule of Assets and Liabilities	589	Residential Funding Mortgage Securities I, LLC	SOALs
Schedule of Assets and Liabilities	590	RFC Borrower LLC	SOALs
Schedule of Assets and Liabilities	591	RFC Construction Funding, LLC	SOALs
Schedule of Assets and Liabilities	592	Residential Funding Mortgage Securities II, LLC	SOALs
Schedule of Assets and Liabilities	593	RFC REO LLC	SOALs
Schedule of Assets and Liabilities	594	Residential Funding Real Estate Holdings, LLC	SOALs
Schedule of Assets and Liabilities	595	RFC SFJV-2002, LLC	SOALs
Schedule of Assets and Liabilities	596	Residential Mortgage Real Estate Holdings, LLC	SOALs
Schedule of Assets and Liabilities	597	RFC-GSAP Servicer Advance, LLC	SOALs
Schedule of Assets and Liabilities	649	Residential Asset Mortgage Products, Inc	SOALs

Bates # / File Name	Docket #	Document Description	Category
UCC02853		Intercompany Relationships Spreadsheet	Other
UCC12846		From: Mark Renzi, To: AlixPartners, Email providing summary of top ten intercompany notes, 9/17/2012	Email and Memo Communications
UCC12848		Intercompany Balance Detail of Top Ten Accounts, 4/24/2012	Bankruptcy Filings & Background Information
UCC12852			Other
UCC14249		Email from Dove, A. to Goren, T. re: ResCap - Intercompany Rollforward	Email and Memo Communications
UCC14251			Other
UCC142512906182			Other
UCC17941			Other
UCC179412906433			Other
UCC17942		ResCap Monthly Intercompany Balances from 12/31/2007 - 10/31/2012	Internal & External Financial Statements
UCC179422906434			Other
UCC18655			Other
UCC18658		Monthly Changes in Intercompany Relationships	Internal & External Financial Statements
UCC24985			Other
UCC249852907050			Other
UCC24986		Index of relevant Intercompany documents as classified by AlixPartners	Bankruptcy Filings & Background Information
UCC25033			Other
UCC25289			Other
UCC27521		Written Consent from the BoD for the forgiveness of ResCap debt	Email and Memo Communications
CCM00199890		Liquidity Update - GMAC LLC Board of Directors Meeting	Other
DEH_001_1_00000001-01776-2		ResCap Notes From Intercompany Receivable Call	Other
ResCap 10Q/A		10Q for the Period ending June 30, 2009, filed on August 25, 2009	Internal & External Financial Statements
B. Westman Deposition - 10-15-13 Transcript		Deposition Transcript of B. Westman on 10/15/2013	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_01 (Deposition Agreement)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_02 (RCJSNII10041452)		Email: Intercompany files, cash management, with exhibits	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_03 (RCJSNII10041500)		Email: Cash management policy	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_04 (RCJSNII10037951)		Email: Intercompany process memo	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_05 (RCJSNII00003340)		ResCap IC certification	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_06 (RCUCCJSN30016049)		Email: Top 10 IC Relationships agreements	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_07 (RCUCCJSN200064737)		Email: Bounce Intercompany	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_08 (EXAM12263518)		Email: Cash management process	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_09 (Docket 586)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_10 (Docket 683)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_11 (Docket 684)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_12 (Docket 685)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_13 (Docket 687)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_14 (RCJSNII10028118)		Email: Bounce Intercompany	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_15 (UCC12846)		Email: TOP 10 IC	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_16 (RCUCCJSN30002758)		Email: debt forgiveness	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_17 (RCJSNII00025680)		Email: cash movement into debt	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_18 (EXAM00345894)		FTI IC presentation April 4, 2013	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_19 (EXAM00107037)			Deposition Transcripts and Exhibits

Bates # / File Name	Docket #	Document Description	Category
B. Westman Deposition Exhibit_20 (EXAM00107030)		Amended and Restated Intercompany Loan Agreement	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_21 (EXAM00107022)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_22 (EXAM00107300)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_23 (EXAM12263381)		Email: IC balances "flip"	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_24 (RCJSNII10034044)		Email: subs filings	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_25 (RCUCCJSN10895541)		Email: cash management	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_26 (RCUCCJSN10692261)		Email: GL data	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_27 (EXAM00123277)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_28 (EXAM00234281)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_29 (EXAM00125358)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_30 (RCUCCJSN30014296)		Email: IC recoverable support	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_31 (RCJSNII10015251)		Email: IC impairment	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_32 (EXAM12412896)		Email: IC impairment	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_33 (RCJSNII10074531)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_34 (RCUCCJSN30003025)		Email: Key IC balances	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_35 (RCUCCJSN30016049)		Email: IC balance generation	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_36 (RC40000118)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_37 (RCJSNII10131858)			Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_38 (RCUCCJSN20080786)		Email: Bounce Intercompany	Deposition Transcripts and Exhibits
B. Westman Deposition Exhibit_39 (RCUCCJSN00030215)		Debt forgiveness	Deposition Transcripts and Exhibits
C. Dondzila Deposition - 10-17-2013 Transcript		Deposition Transcript of Cathy Dondzila on 10-17-2013	Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_01			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_02			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_03			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_04			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_05			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_06			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_07			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_07a			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_08			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_09			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_10			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_11			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_12			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_13			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_14			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_15			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_16			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_17			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_18			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_19			Deposition Transcripts and Exhibits
C. Dondzila Deposition Exhibit_28			Deposition Transcripts and Exhibits

Bates # / File Name	Docket #	Document Description	Category
C. Dondzila Deposition Exhibit_31			Deposition Transcripts and Exhibits
T. Hamzehpour Deposition - 10-18-2013 Transcript		Deposition Transcript of T. Hamzehpour on 10/15/2013	Deposition Transcripts and Exhibits
T. Hamzehpour Deposition Exhibit_1			Deposition Transcripts and Exhibits
T. Hamzehpour Deposition Exhibit_2			Deposition Transcripts and Exhibits
T. Hamzehpour Deposition Exhibit_3			Deposition Transcripts and Exhibits
T. Hamzehpour Deposition Exhibit_4			Deposition Transcripts and Exhibits
T. Hamzehpour Deposition Exhibit_5			Deposition Transcripts and Exhibits
T. Hamzehpour Deposition Exhibit_6			Deposition Transcripts and Exhibits